



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

OMB APPROVAL table with fields: OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response: 1

SEC USE ONLY table with fields: Prefix, Serial, DATE RECEIVED

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

Series E Preferred Stock

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (x) 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.)

GlobalEnglish Corporation

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

Brief Description of Business

Internet-based language instruction service.

Type of Business Organization

(x) corporation () limited partnership, already formed () other (please specify): () business trust () limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 12 Year 1998 (x) Actual () Estimated

Jurisdiction of Incorporation of 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, and 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:

- 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 to direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of a 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)

Duca, Maurice

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

1485 E. Valley Road, Suite L, Santa Barbara, CA 93108

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

Full Name (Last name first, if individual)

Dinsmore, William

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

65 Golden Meadow Lane, Alamo, CA 94507

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

Full Name (Last name first, if individual)

Hoge, Ronald N.

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

Full Name (Last name first, if individual)

Van Auken, Wendell G.

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

2800 Sand Hill Road, Suite 250, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

Mitchell, Janelle

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

Full Name (Last name first, if individual)

Ram, Mahesh

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

A. BASIC IDENTIFICATION DATA - CONT.

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 to direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of a 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)

Chao, Andy

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

Full Name (Last name first, if individual)

Pappas, Greg

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

Full Name (Last name first, if individual)

Patrick, Stephen

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

Full Name (Last name first, if individual)

Chow, Susan

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

Full Name (Last name first, if individual)

Pendergast, Michael

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

5000 Shoreline Court, Suite 300, South San Francisco, CA 94080

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

Full Name (Last name first, if individual)

IGSB VP II, L.P.

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

1485 E. Valley Road, Suite L, Santa Barbara, CA 93108

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

A. BASIC IDENTIFICATION DATA – CONT.

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 to direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of a 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)

IGSB Venture Fund III, L.P.

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

1485 E. Valley Road, Suite L, Santa Barbara, CA 93108

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

Full Name (Last name first, if individual)

IGSB VP III, L.P.

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

1485 E. Valley Road, Suite L, Santa Barbara, CA 93108

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

Full Name (Last name first, if individual)

Mayfield X, L.P.

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

2800 Sand Hill Road, Suite 250, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

IGSB Venture Fund IV, L.P.

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

1485 E. Valley Road, Suite L, Santa Barbara, CA 93108

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

Full Name (Last name first, if individual)

IGSB V.P. I.V., L.P.

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

1485 E. Valley Road, Suite L, Santa Barbara, CA 93108

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

Full Name (Last name first, if individual)

SPO Associates, LLC

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

591 Redwood Highway, #3215, Mill Valley, CA 94091

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

A. BASIC IDENTIFICATION DATA - CONT.

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 to direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of a 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)

IGSB LSP I, LLC

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

1485 E. Valley Road, Suite L, Santa Barbara, CA 93108

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

Full Name (Last name first, if individual)

Mitsubishi Corporation

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

3-1, Marunouchi 2-Chome, Chiyoda-Ku, Tokyo, 100-8086, Japan

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

Full Name (Last name first, if individual)

IGSB Venture Fund V, L.P.

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

1485 E. Valley Road, Suite L, Santa Barbara, CA 93108

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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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?..... \$ 1,000.00

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

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[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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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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 | \$ <u>12,645,395.32</u> | \$ <u>12,645,395.32</u> |
| <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | \$ _____ | \$ _____ |
| Partnership Interests | \$ _____ | \$ _____ |
| Other (Specify _____) | \$ _____ | \$ _____ |
| Total | \$ <u>12,645,395.32</u> | \$ <u>12,645,395.32</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."

| | Aggregate Number Investors | Dollar Amount of Purchases |
|---|----------------------------|----------------------------|
| Accredited Investors | <u>23</u> | \$ <u>12,645,395.32</u> |
| Non-accredited Investors | <u>0</u> | \$ <u>0</u> |
| 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 user, 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>20,000.00</u> |
| Accounting Fees | <input type="checkbox"/> | \$ _____ |
| Engineering Fees | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ _____ |
| Other Expenses (Identify) _____ | <input type="checkbox"/> | \$ _____ |
| Total | <input checked="" type="checkbox"/> | \$ <u>20,000.00</u> |

