

FORM D



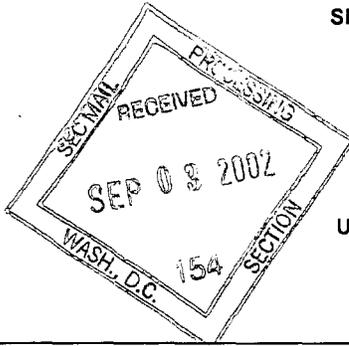
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076 Expires: August 31, 2005 Estimated average burden hours per response 16.00



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

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

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

Sale of Secured Demand Notes

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.)

NETdelivery Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) 4725 Walnut Street, Boulder, CO 80301

Telephone Number (Including Area Code) (303) 245-0071

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

Telephone Number (Including Area Code) Same as above

Brief Description of Business Provider of secure electronic document delivery systems

Type of Business Organization

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

PROCESSED

Actual or Estimated Date of Incorporation or Organization: Month 09 Year 96 (X) Actual () Estimated

SEP 06 2002

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE 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. Information Required: A new filing must contain all information requested. 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.

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.

Handwritten signature

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 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)
Richard W. Stranger

Business or Residence Address (Number and Street, City, State, Zip Code)
4725 Walnut Street, Boulder, CO 80301

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

Full Name (Last name first, if individual)
Richard Ernst

Business or Residence Address (Number and Street, City, State, Zip Code)
4725 Walnut Street, Boulder, CO 80301

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

Full Name (Last name first, if individual)
George Middlemas

Business or Residence Address (Number and Street, City, State, Zip Code)
4725 Walnut Street, Boulder, CO 80301

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

Full Name (Last name first, if individual)
John Walter

Business or Residence Address (Number and Street, City, State, Zip Code)
4725 Walnut Street, Boulder, CO 80301

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

Full Name (Last name first, if individual)
Leonard Kleinrock

4725 Walnut Street, Boulder, CO 80301

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

Full Name (Last name first, if individual)
John Regan

Business or Residence Address (Number and Street, City, State, Zip Code)
4725 Walnut Street, Boulder, CO 80301

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

Full Name (Last name first, if individual)
Heidi Newton

Business or Residence Address (Number and Street, City, State, Zip Code)
4725 Walnut Street, Boulder, CO 80301

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 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)
Funds Affiliated with Apex Investments

Business or Residence Address (Number and Street, City, State, Zip Code)
233 South Wacker Drive, Suite 1450, Chicago, IL 60606

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

Full Name (Last name first, if individual)
Funds Affiliated with Keystone Ventures

Business or Residence Address (Number and Street, City, State, Zip Code)
1601 Market Street, Suite 2500, Philadelphia, PA 19103

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

Full Name (Last name first, if individual)
CPD Capital, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
1981 Avenue McGill College, Montreal, Quebec, Canada H3A 3C7

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

Full Name (Last name first, if individual)
The Northwestern Mutual Life Insurance Company

Business or Residence Address (Number and Street, City, State, Zip Code)
720 East Wisconsin Ave, Milwaukee, WI 53202

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

Full Name (Last name first, if individual)
R. E. and M. Peterson Living Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Robert Peterson, 6420 Wilshire Blvd. 20th Floor, Los Angeles, CA 90042

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 the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	<u>\$2,000,000</u>	<u>\$250,000</u>
Equity:	<u>\$ 0</u>	<u>\$ 0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants):	<u>\$ 0</u>	<u>\$ 0</u>
Partnership Interests	<u>\$ 0</u>	<u>\$ 0</u>
Other (Specify _____)	<u>\$ 0</u>	<u>\$ 0</u>
Total	<u>\$2,000,000</u>	<u>\$250,000</u>

Answer also in Appendix, Column 4, 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>\$250,000</u>
Non-accredited Investors	<u>0</u>	<u>\$ 0</u>
Total (for filings under Rule 504 only)	<u> </u>	<u>\$ </u>

Answer also in Appendix, Column 3, 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	_____	\$ _____

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>\$ 10,000.00</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>\$ 10,000.00</u>

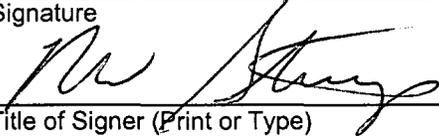
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

4. 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." **\$240,000**
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. 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 adjustment 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 type="checkbox"/>	\$ _____	<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>\$240,000</u>
Other (specify):	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	<u>\$240,000</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	<u>\$240,000</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) NETdelivery Corporation	Signature 	Date August 21, 2002
Name (Print or Type) Richard W. Stranger	Title of Signer (Print or Type) President	

ATTENTION

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

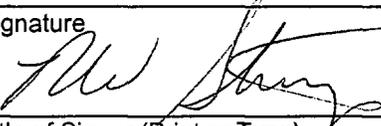
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?..... Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) NETdelivery Corporation	Signature 	Date August 21, 2002
Name (Print or Type) Richard W. Stranger	Title of Signer (Print or Type) President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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 - Item 2)				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
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	Secured Demand Notes \$250,000	2	\$250,000	0	-		X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									