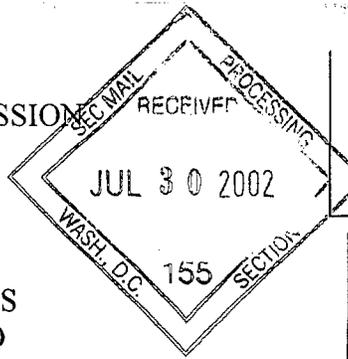


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours
per response1

FORM D

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

SEC USE ONLY
Prefix Serial
DATE RECEIVED

UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (Check if this is an amendment and name has changed, and indicate change.)
LLC Membership Shares

1179052

Filing under (Check box(es) that apply) Rule 504 Rule 505 Rule 506 Section 333
Type of filing: New Filing Amendment

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.)
Thoroughbred Technologies LLC



02047429

Address of Executive Offices (Number and Street, City, State, Zip Code)
4601-C Proximity Drive, Louisville, KY 40213

Telephone Number (including Area Code)
502-961-7710

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

Telephone Number (including Area Code)

PROCESSED

Brief Description of Business
Remanufacture Printer Cartridges

P AUG 05 2002

Type of Business Organization

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

THOMSON
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
7 00

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: KY Y)
(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 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)
Appleberry, Mark

Business or Residence Address (Number and Street, City, State and Zip Code)
4601-C Proximity Drive, Louisville, KY 40213

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

Full Name (Last Name first, if individual)
Appleberry, Timothy D.

Business or Residence Address (Number and Street, City, State and Zip Code)
4601-C Proximity Drive, Louisville, KY 40213

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

Full Name (Last Name first, if individual)
Caparrelli, Mark

Business or Residence Address (Number and Street, City, State and Zip Code)
4601-C Proximity Drive, Louisville, KY 40213

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

Full Name (Last Name first, if individual)
Caparrelli, Francis

Business or Residence Address (Number and Street, City, State and Zip Code)
4601-C Proximity Drive, Louisville, KY 40213

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

Full Name (Last Name first, if individual)
Appleberry, Patricia

Business or Residence Address (Number and Street, City, State and Zip Code)
504 Jarvis Lane, Louisville, KY 40206

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)

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.)

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 type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interest	\$ _____	\$ _____
Other (Specify) <u>LLC Membership Units</u>	<u>\$1,000,000</u>	<u>\$1,000,000</u>
Total	<u>\$1,000,000</u>	<u>\$1,000,000</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>1</u> _____	<u>\$1,000,000</u>
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

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									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									