

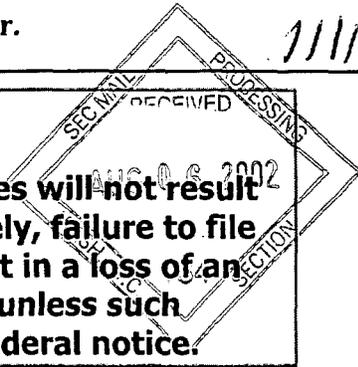


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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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.



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

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

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, DATE RECEIVED

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

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.) Choicelinx Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) 1000 Elm Street, Manchester, NH 03101

Telephone Number (Including Area Code) (603) 314-6000

PROCESSED

AUG 08 2002

THOMSON FINANCIAL

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Handwritten initials

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)

Lencki, Donna K.

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

1000 Elm Street, Manchester, NH 03101

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

Full Name (Last name first, if individual)

Henchey, Christopher

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

1000 Elm Street, Manchester, NH 03101

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

Full Name (Last name first, if individual)

Miller, Patrick B.

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

1000 Elm Street, Manchester, NH 03101

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

Full Name (Last name first, if individual)

St. Hilaire, Gary D.

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

1000 Elm Street, Manchester, NH 03101

137 Newbury Street, 2nd Floor, Boston, MA 02116

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

Full Name (Last name first, if individual)
Daniel M. Cain

Business or Residence Address (Number and Street, City, State, Zip Code)
157 Cream Hill Road, W. Cornwall, CT 06796

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

Full Name (Last name first, if individual)
Coppermine Capital Partners

Business or Residence Address (Number and Street, City, State, Zip Code)
448 Woodward Street, Woburn, MA 02468

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

Full Name (Last name first, if individual)
MSDW Emerging Equity, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
1585 Broadway, 36th Floor, New York, NY 10036

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

Full Name (Last name first, if individual)
Michael E. Allard

Business or Residence Address (Number and Street, City, State, Zip Code)
89 Riverview Park, Manchester, NH 03102

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

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 | \$ -0- | \$ -0- |
| Equity – Series C Preferred Stock with Warrants..... | \$ 4,220,000.00 | \$ 3,720,000.00 |
| [] Common [X] Preferred | | |
| Convertible Securities (including warrants)* | \$ -0- | \$ -0- |
| Partnership Interests | \$ N/A | \$ _____ |
| Other (Specify _____). | \$ N/A | \$ _____ |
| Total | \$ 4,220,000.00 | \$ 3,720,000.00 |

Answer also in Appendix, Column 3, if filing under ULOE.

* Warrants to purchase shares of common stock at the same price as the conversion price of its Series C Preferred Stock are being issued to purchase of Series C Preferred Stock. Warrants to purchase an aggregate of 7,347,778 shares of common stock have been issued to purchasers of Series C Preferred Stock to date, such warrants having an aggregate exercise price of \$3,082,695.61. The warrants expire 7/17/07.

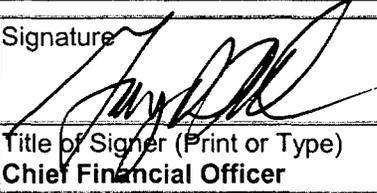
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|---|---------------------|--|
| Accredited Investors | 13 | \$ 3,720,000.00 |
| Non-accredited Investors | N/A | \$ _____ |
| Total (for filings under Rule 504 only) | N/A | \$ _____ |

| | | |
|--|--|--------------------------------------|
| 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"/> \$2,638,000 | <input type="checkbox"/> \$ 82,000 |
| Working capital | <input type="checkbox"/> \$ -0- | <input type="checkbox"/> \$1,480,000 |
| Other (specify): _____ | <input type="checkbox"/> \$ -0- | <input type="checkbox"/> \$ -0- |
| Column Totals | <input type="checkbox"/> \$2,638,000 | <input type="checkbox"/> \$1,562,000 |
| Total Payments Listed (column totals added) | <input checked="" type="checkbox"/> \$4,200,000.00 | |

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) Choicelinx Corporation | Signature  | Date July 31, 2002 |
| Name of Signer (Print or Type) Gary D. St. Hilaire | Title of Signer (Print or Type) Chief Financial Officer | |

| |
|---|
| 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 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

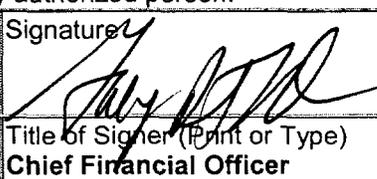
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See Appendix, Column 5, for state response.

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) Choicelinx Corporation | Signature  | Date July 31, 2002 |
| Name of Signer (Print or Type) Gary D. St. Hilaire | Title of Signer (Print or Type) Chief Financial Officer | |

| | | | | | | | | | |
|----|--|---|------------------------------|---|-------------|------|---|--|---|
| MA | | X | \$914,000 (\$757,415) | 2 | \$914,000 | None | 0 | | X |
| MI | | | | | | | | | |
| MN | | | | | | | | | |
| MS | | | | | | | | | |
| MO | | | | | | | | | |
| MT | | | | | | | | | |
| NE | | | | | | | | | |
| NV | | | | | | | | | |
| NH | | X | \$1,264,000 (\$1,047,455) | 8 | \$1,264,000 | None | 0 | | X |
| NJ | | | | | | | | | |
| NM | | | | | | | | | |
| NY | | X | \$114,000 (\$94,470) | 1 | \$114,000 | None | 0 | | X |
| NC | | | | | | | | | |
| ND | | | | | | | | | |
| OH | | | | | | | | | |
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* Based on exercised price of warrants