

PROCESSED

AUG 19 2002

THOMSON FINANCIAL P

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

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

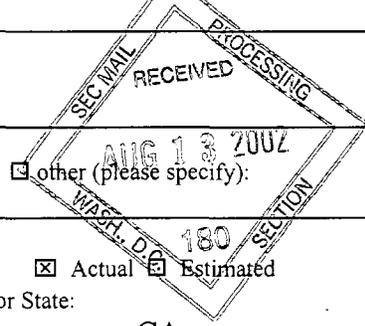
Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: November 30, 2001, Estimated average burden hours per response: 16.00

Barcode with number 02051409 and DATE RECEIVED stamp dated 11/20/01

Name of Offering, Issuance of Series F Preferred Stock and right to purchase Series G Preferred Stock, Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE), Type of Filing (New Filing, Amendment)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer: NewworldIQ, Inc. Address of Executive Offices: 12950 Saratoga Avenue, Saratoga, California 95070. Telephone Number: (408) 867-4000. Address of Principal Business Operations: (if different from Executive Offices). Brief Description of Business: Internet Technology Developer. Type of Business Organization: corporation. Actual or Estimated Date of Incorporation or Organization: 12/95. Jurisdiction of Incorporation or Organization: CA.



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. 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. 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.

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)

Mahoney, Michael

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

c/o NewworldIQ, Inc., 12950 Saratoga Avenue, Saratoga, California 95070

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

Full Name (Last name first, if individual)

Gannon, Michael

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

c/o NewworldIQ, Inc., 12950 Saratoga Avenue, Saratoga, California 95070

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

Full Name (Last name first, if individual)

Harwood, Andrew

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

c/o NewworldIQ, Inc., 12950 Saratoga Avenue, Saratoga, California 95070

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

Full Name (Last name first, if individual)

Burke, Andrew

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

c/o NewworldIQ, Inc., 12950 Saratoga Avenue, Saratoga, California 95070

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

Full Name (Last name first, if individual)

Horn, Barry

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

c/o IQ Commerce Corporation, 12950 Saratoga Avenue, Saratoga, California 95070

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

Full Name (Last name first, if individual)

Daly, Donal

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

c/o NewworldIQ, Inc., 12950 Saratoga Avenue, Saratoga, California 95070

(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

b. Enter the difference between the aggregate offering price 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."

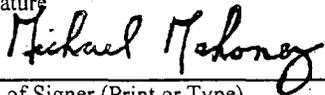
\$ 4,965,000.00

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.....	\$ _____	\$ _____
Purchase of real estate.....	\$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	\$ _____	\$ _____
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)	\$ _____	\$ _____
Repayment of indebtedness	\$ _____	\$ _____
Working capital	\$ _____	\$4,965,000.00
Other (specify): _____	\$ _____	\$ _____
_____	\$ _____	\$ _____
Column Totals	\$ _____	\$4,965,000.00
Total Payments Listed (column totals added)		\$ 4,965,000.00

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) NewworldIQ, Inc.	Signature 	Date August 5, 2002
Name of Signer (Print or Type) Michael Mahoney	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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