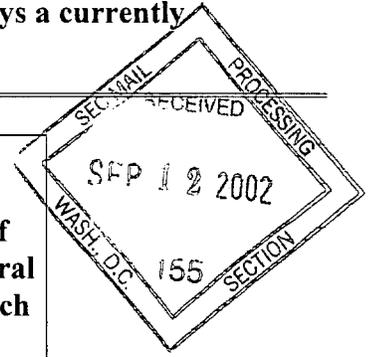


SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



**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**

OMB APPROVAL	
OMB Number: 3235-0076	
Expires:	May 31, 2005
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**

**PROCESSED**

**SEP 16 2002**

**P THOMSON  
FINANCIAL**

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

**1161803**

Name of Offering  check if this is an amendment and name has changed, and indicate change.)  
**Convertible Promissory Notes**

Filing Under (Check box(es) that apply):  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  check if this is an amendment and name has changed, and indicate change.)  
**Swell Commerce, Inc.**

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number  
**32771 Calle Perfecto, San Juan Capistrano, CA 92675 (949) 234-4601**

Address of Principal Business Operations (if difference from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (including Area Code)

Brief Description of Business  
**Catalog and internet sales**



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**A. BASIC IDENTIFICATION DATA**

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1. 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.

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

Full Name (Last name, first, if individual)

**Bluestem Capital Partners III, Limited Partnership**

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

**122 South Phillips Avenue, Suite 300  
Sioux Falls, SD 57104**

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

Full Name (Last name, first, if individual)

**Edgewater Private Equity Fund III, L.P.**

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

**1900 Main Street, Suite 175  
Irvine, CA 92614**

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

Full Name (Last name, first, if individual)

**Swell, Inc.**

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

**32771 Calle Perfecto  
San Juan Capistrano, CA 92675**

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

Full Name (Last name, first, if individual)

**Richland Ventures III, L.P.**

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

**200 31<sup>st</sup> Avenue N., Suite 200  
Nashville, TN 37203**

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

Full Name (Last name, first, if individual)

**Jeffrey A. Berg**

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

**200 First Avenue North, Suite 203  
St. Petersburg, FL 33701**

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

Full Name (Last name, first, if individual)

**Edmond S. Thomas**

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

**32771 Calle Perfecto  
San Juan Capistrano, CA 92675**

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

Full Name (Last name, first, if individual)

**W. Patrick Ortale, III**

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

**200 31<sup>st</sup> Avenue N., Suite 200  
Nashville, TN 37203**

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

Full Name (Last name, first, if individual) **Robert G. Allison**

Business or Residence Address **1900 Main Street, Suite 175**  
(Number and Street, City, State, Zip Code) **Irvine, CA 92614**

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

Full Name (Last name, first, if individual) **Antony Uphoff**

Business or Residence Address **32771 Calle Perfecto**  
(Number and Street, City, State, Zip Code) **San Juan Capistrano, CA 92675**

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

Full Name (Last name, first, if individual) **Nicholas Nathanson**

Business or Residence Address **32771 Calle Perfecto**  
(Number and Street, City, State, Zip Code) **San Juan Capistrano, CA 92675**

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

Full Name (Last name, first, if individual) **Frank Jalufka**

Business or Residence Address **32771 Calle Perfecto**  
(Number and Street, City, State, Zip Code) **San Juan Capistrano, CA 92675**

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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? \$1.00
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

[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

- [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**

- 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 (convertible) .....	<u>\$100,000</u>	<u>\$100,000</u>
Equity .....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify) _____)	\$ _____	\$ _____
Total .....	<u>\$100,000</u>	<u>\$100,000</u>

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

- 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>4</u>	<u>\$100,000</u>
Non-accredited Investors .....	\$ _____	\$ _____
Total (for filings under Rule 504 only) .....	<u>0</u>	<u>\$ 0</u>

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 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____
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 Fee .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	<u>\$5,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finder's fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	<u>\$5,000</u>

- 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."

\$95,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes 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 .....	<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 type="checkbox"/> \$ _____

Other (specify) Loan

\$95,000     \$ \_\_\_\_\_

\$ \_\_\_\_\_     \$ \_\_\_\_\_

Column Totals.....

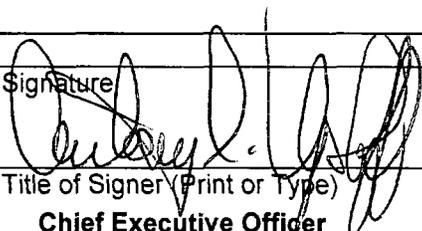
\$ \_\_\_\_\_     \$ \_\_\_\_\_

Total Payments Listed (column totals added) .....

\$100,000

**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) <b>Swell Commerce, Inc.</b>	Signature 	Date 9/9/02
Name of Signer (Print or Type) <b>Antony L. Uphoff</b>	Title of Signer (Print or Type) <b>Chief Executive Officer</b>	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations.  
 (See 198 U.S.C. 1001).**

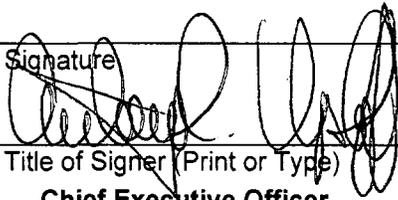
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? .....  Yes  No

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) <b>Swell Commerce, Inc.</b>	Signature 	Date 9/9/02
Name of Signer (Print or Type) <b>Antony L. Uphoff</b>	Title of Signer (Print or Type) <b>Chief Executive Officer</b>	

*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-Item1)
State	Yes	No		No. of Accredited Investors	Amount	No. of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		<b>X</b>	<b>Convertible Note-\$27,377</b>	<b>1</b>	<b>\$27,377</b>				<b>X</b>
CO									
CT									
DE									
DC									
FL		<b>X</b>	<b>Convertible Note-\$12,222</b>	<b>1</b>	<b>\$12,222</b>				<b>X</b>
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									

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-Item1)
State	Yes	No		No. of Accredited Investors	Amount	No. of Non-Accredited Investors	Amount	Yes	No
SC									
SD		X	<b>Convertible Note-\$23,646</b>	1	<b>\$23,646</b>				X
TN		X	<b>Convertible Note-\$36,755</b>	1	<b>\$36,755</b>				X
TX									
UT									
VT									
VA									
WA									
WV									
WY									
PR									