

1190711

FORM D

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

OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.



FORM D

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

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

Name of Offering (Triangle Mezzanine Fund LLLP) and Filing Under (Rule 506 checked) information.

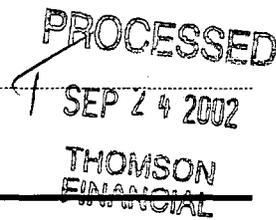
A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (Triangle Mezzanine Fund LLLP), Address of Executive Offices (3600 Glenwood Avenue, Suite 104, Raleigh, NC 27612), Telephone Number (919-719-4779).



Brief Description of Business: Investment in privately negotiated mezzanine debt instruments

Type of Business Organization (limited partnership, already formed checked) and Actual or Estimated Date of Incorporation or Organization (018/012 Actual checked).



GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where To File, Copies Required, Information Required, 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

Triangle Mezzanine LLC

Full Name (Last name first, if individual)

3600 Glenwood Avenue, Suite 104, Raleigh, NC 27612

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

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

Garland S. Tucker III\*

Full Name (Last name first, if individual)

3600 Glenwood Avenue, Suite 104, Raleigh, NC 27612

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

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

Tarlton H. Long\*

Full Name (Last name first, if individual)

3600 Glenwood Avenue, Suite 104, Raleigh, NC 27612

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

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

David F. Parker\*

Full Name (Last name first, if individual)

3600 Glenwood Avenue, Suite 104, Raleigh, NC 27612

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

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

Triangle Capital Partners LLC\*\*

Full Name (Last name first, if individual)

3600 Glenwood Avenue, Suite 104, Raleigh, NC 27612

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

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

Community Bank Services Inc.\*\*

Full Name (Last name first, if individual)

3601 Haworth Drive, Raleigh, NC 27609-7218

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

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

\*Manager and member of Triangle Mezzanine LLC

\*\*Member of Triangle Mezzanine LLC

**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? ..... \$ 500,000\*
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.)

\*General partner may waive minimum in specific instance

\*\*Joint ownership by spouses is permitted.

**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 the 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 Interests .....	\$ <u>25,000,000</u>	\$ <u>0</u> *
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ <u>25,000,000</u>	\$ <u>0</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 .....	_____	\$ _____
Non-accredited Investors .....	_____	\$ _____
Total (for filings under Rule 504 only) .....	_____	\$ <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 .....	_____	\$ _____
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 insurer. 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"/> \$ <u>0</u>
Printing and Engraving Costs .....	<input type="checkbox"/> \$ <u>0</u>
Legal Fees .....	<input checked="" type="checkbox"/> \$ <u>21,400</u>
Accounting Fees .....	<input checked="" type="checkbox"/> \$ <u>1,500</u>
Engineering Fees .....	<input type="checkbox"/> \$ <u>0</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ <u>0</u>
Other Expenses (identify) <u>travel, communications, misc.</u> .....	<input checked="" type="checkbox"/> \$ <u>20,000</u>
Total .....	<input checked="" type="checkbox"/> \$ <u>42,900</u>

\*Subscriptions have been received but not yet accepted

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

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.”

\$ 24,957,100

5. Indicate below the amount of the adjusted gross proceed 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 checked="" type="checkbox"/> \$14,000,000	<input checked="" type="checkbox"/> \$ 0
Purchase of real estate .....	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
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 checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
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 checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Repayment of indebtedness .....	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Working capital .....	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Other (specify): <u>Investment in privately negotiated debt</u> <u>instruments with warrants, and related expenses</u> .....	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 10,957,100
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input checked="" type="checkbox"/> \$14,000,000	<input checked="" type="checkbox"/> \$ 10,957,100
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$24,957,000	

**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>Triangle Mezzanine Fund LLLP</b>	Signature 	Date <b>09/09/02</b>
Name of Signer (Print or Type) <b>Garland S. Tucker, III</b>	Title of Signer (Print or Type) <b>Manager of Triangle Mezzanine LLC, General Partner</b>	

\*Assumes that issuer realizes no earnings on investments with which to pay management fee.

**ATTENTION**

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

### Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned TRIANGLE MEZZANINE FUND LLLP, a limited liability limited partnership organized under the laws of North Carolina, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

TRIANGLE MEZZANINE FUND LLLP  
3600 Glenwood Avenue, Suite 104, Raleigh, North Carolina 27612

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

- |                             |  |                               |   |
|-----------------------------|--|-------------------------------|---|
| <input type="checkbox"/> AL | Secretary of State   | <input type="checkbox"/> FL   | Dept. of Banking and Finance                  |
| <input type="checkbox"/> AK | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input type="checkbox"/> GA   | Commissioner of Securities                    |
| <input type="checkbox"/> AZ | The Corporation Commission   | <input type="checkbox"/> GUAM | Administrator, Department of Finance          |
| <input type="checkbox"/> AR | The Securities Commissioner  | <input type="checkbox"/> HI   | Commissioner of Securities                    |
| <input type="checkbox"/> CA | Commissioner of Corporations   | <input type="checkbox"/> ID   | Director, Department of Finance               |
| <input type="checkbox"/> CO | Securities Commissioner  | <input type="checkbox"/> IL   | Secretary of State                            |
| <input type="checkbox"/> CT | Banking Commissioner   | <input type="checkbox"/> IN   | Secretary of State                            |
| <input type="checkbox"/> DE | Securities Commissioner  | <input type="checkbox"/> IA   | Commissioner of Insurance                     |
| <input type="checkbox"/> DC | Dept. of Insurance & Securities Regulation   | <input type="checkbox"/> KS   | Secretary of State                            |
| <input type="checkbox"/> KY | Director, Division of Securities   | <input type="checkbox"/> OH   | Secretary of State                            |
| <input type="checkbox"/> LA | Commissioner of Securities   | <input type="checkbox"/> OR   | Director, Department of Insurance and Finance |
| <input type="checkbox"/> ME | Administrator, Securities Division   | <input type="checkbox"/> OK   | Securities Administrator                      |