

119 8130

FORM D

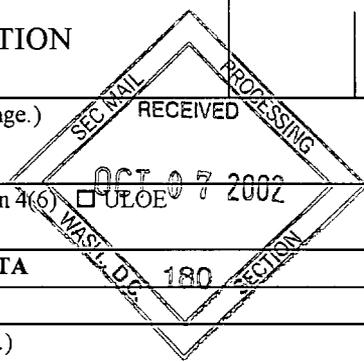
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per form 1.00



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

SEC USE ONLY	
Prefix	Serial



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

Preferred Term Securities VII, Inc.

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested under the issuer

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

Preferred Term Securities VII, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
c/o RL & F Service Corp., One Rodney Square, 10th Floor, Tenth and King Streets, Wilmington, Delaware 19801

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
c/o RL & F Service Corp., One Rodney Square, 10th Floor, Tenth and King Streets, Wilmington, Delaware 19801

Telephone Number (Including Area Code)
(302) 738 - 6680

Brief Description of Business
Preferred Term Securities VII, Inc., a Delaware corporation (the "Co-Issuer"), and Preferred Term Securities VII, Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands (the "Issuer" and, together with the Co-Issuer, the "Co-Issuers"), have offered for sale up to U.S. \$189,000,000 aggregate principal amount of Floating Rate Class A-1 Senior Notes Due October 3, 2032 and U.S. \$120,000,000 Floating Rate Class A-2 Senior Notes Due October 3, 2032 (collectively, the "Senior Notes") and U.S. \$177,900,000 aggregate principal amount of Floating Rate Mezzanine Notes Due October 3, 2032 (the "Mezzanine Notes").

Telephone Number (Including Area Code)
(302) 738 - 6680

PROCESSED
NOV 13 2002
THOMSON
FINANCIAL

Type of Business Organization
 corporation limited partnership, already formed
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:
Month: 0 9 Year: 20 02 Actual Estimated

Jurisdiction of Incorporation or Organization: (enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada, FN for other foreign jurisdiction) DE

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. 77(d)(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: 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 or 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 Parts A and B. Part E and the Appendix need not be filed with the SEC.

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

Preferred Term Securities VII, Inc.
Form D – Schedule A for Section A

DIRECTORS AND OFFICERS OF
PREFERRED TERM SECURITIES VII, INC.

Donald J. Puglisi
Director
RL & F Service Corp.,
One Rodney Square, 10th Floor,
Tenth and King Streets,
Wilmington, Delaware 19801

Donald J. Puglisi
President
RL & F Service Corp.,
One Rodney Square, 10th Floor,
Tenth and King Streets,
Wilmington, Delaware 19801

Donald J. Puglisi
Secretary
RL & F Service Corp.,
One Rodney Square, 10th Floor,
Tenth and King Streets,
Wilmington, Delaware 19801

Donald J. Puglisi
Treasurer
RL & F Service Corp.,
One Rodney Square, 10th Floor,
Tenth and King Streets,
Wilmington, Delaware 19801

PROMOTER

Preferred Term Securities VII, Ltd.
Promoter
(owns the common stock of Preferred Term Securities VII, Inc.)
c/o P.O. Box 1093 GT, Queensgate House,
South Church Street,
George Town, Grand Cayman,
Cayman Islands

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? \$100,000

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 in 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)
Keefe, Bruyette & Woods, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
787 Seventh Avenue, Fourth Floor, New York, New York 10019

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)
FTN Financial Capital Markets, a division of First Tennessee Bank National Association

Business or Residence Address (Number and Street, City, State, Zip Code)
845 Crossover Lane, Suite 150, Memphis, Tennessee 38117

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

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.....	\$ 486,900,000	\$ 486,900,000
Equity.....	\$	\$
: Common : Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interest.....	\$	\$
Other (specify).....	\$	\$
Total	\$ 486,900,000	\$ 486,900,000

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....		\$ 486,900,000
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		\$

* 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 (see asterisk on next page).

Transfer Agent's Fees and Custody Fees.....	<input checked="" type="checkbox"/>	\$ 85,000
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 42,000
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 447,500
Accounting Fees and Tax Fees	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)..... (paid by the subscribers, not by the issuer).....	<input checked="" type="checkbox"/>	\$ 22,807,137
Other Expenses (identify): marketing expenses (rating agencies = \$1,010,000 and other = \$100,000).....	<input checked="" type="checkbox"/>	\$ 1,110,000
Total (paid by issuer).....	<input checked="" type="checkbox"/>	\$ 24,491,637

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. \$ 507,808,363.29*

* 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 - Questions 4.b above

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/>	\$ _____	☐\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	☐\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	☐\$ _____
Construction or leasing of plant buildings and facilities	<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"/>	\$ _____	☐\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	☐\$ _____
Working capital (cash reserves for future expenses).....	<input type="checkbox"/>	\$ _____	☐\$ 300,000
Other (specify): acquisition of preferred trust securities		\$ _____	☐\$500,900,000
acquisition of strip security.....		\$ _____	\$3,783,363.29
acquisition of interest rate cap.....			<u>\$2,825,000</u>
Column Totals		\$ _____	☐\$507,808,363.29*
Total Payments Listed (column totals added)		\$ _____	\$ 507,808,363.29*

* The Co-Issuers are co-issuing \$486,900,000 of the Senior Notes and the Mezzanine Notes. The Issuer alone is issuing U.S. \$45,400,000 aggregate principal amount of Subordinate Income Notes Due October 3, 2032 (the "Subordinate Income Notes"). The amounts shown in questions 4 and 5 relate to the proceeds from the Senior Notes, the Mezzanine Notes and the Subordinate Income Notes.

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) PREFERRED TERM SECURITIES VII, INC.	Signature 	Date September 26 2002
Name of Signer (Print or Type) DONALD J. PUGLISI	Title of Signer (Print or Type) DIRECTOR	

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) 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 (17CFR 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 offerors.
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) PREFERRED TERM SECURITIES VII, INC.	Signature 	Date September 26 2002
Name (Print or Type) DONALD J. PUGLISI	Title (Print or Ty) DIRECTOR	

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 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and Amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))	
	Yes	No		Securities	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
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									

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-Item1)	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-Item 1)
State	Yes	No	Securities	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
PR									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
FN									