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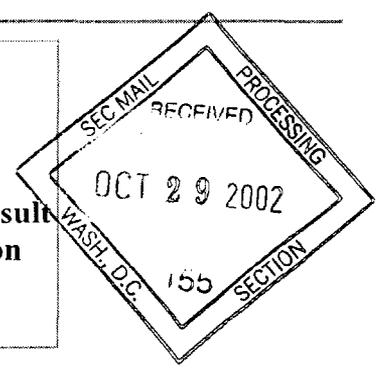


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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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, 2005, Estimated average burden hours per response.. . 1

PROCESSED NOV 04 2002 THOMSON FINANCIAL

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 Note: This filing is intended to cover a proposed offering of Series D Preferred Stock of the Company (which has not as yet been authorized) as well as bridge loans to the proposed D round in the form of convertible Promissory Notes and Warrants to purchase the Common, Series C or, if issued, Series D Preferred Stock of the Company.

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.) Time Domain Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 7057 Old Madison Pike, Huntsville, Alabama 35806 (256) 922-9229

Handwritten signature

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

Full Name (Last name first, if individual)

Petroff, Ralph G.

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

7057 Old Madison Pike, Huntsville, Alabama 35806

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

Full Name (Last name first, if individual)

Fullerton, Larry W.

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

7057 Old Madison Pike, Huntsville, Alabama 35806

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

Full Name (Last name first, if individual)

Robert Crants

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

One Burton Hills Boulevard, Suite 180, Nashville, TN 37215

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

Full Name (Last name first, if individual)

Jim Phillips

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

One Burton Hills Boulevard, Suite 180, Nashville, TN 37215

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

Full Name (Last name first, if individual)

Kneeland Youngblood

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

7057 Old Madison Pike, Huntsville, Alabama 35806

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

Full Name (Last name first, if individual)
Pharos Capital and its affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)
One Burton Hills Blvd., Suite 180, Nashville, TN 37215

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

Full Name (Last name first, if individual)
Holmes, William

Business or Residence Address (Number and Street, City, State, Zip Code)
P.O. Box 5049, Dublin, GA 31040

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

Full Name (Last name first, if individual)
Susan Mandl

Business or Residence Address (Number and Street, City, State, Zip Code)
10250 Akhtamar Drive, Great Falls, Virginia 22066

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

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
[] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... **\$25,000**

3. Does the offering permit joint ownership of a single unit?..... Yes No
[X] []

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)
N/A

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)

N/A

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)

N/A

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 – Bridge Loans in the form of convertible promissory Notes with associated warrants	\$15,000,000	\$3,700,000
Equity	\$40,000,000	\$ <u>none</u>
[<input type="checkbox"/>] Common [<input checked="" type="checkbox"/>] Preferred D		
Convertible Securities (including warrants) – See bridge Loans above	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other	\$ _____	\$ _____
(Specify _____).	\$ _____	\$ _____
Total	\$ 55,000,000	\$ _____

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

* Of the \$55 million in proceeds, up to \$15 million may be in the form of bridge notes that convert to Series D (when issued or if not issued, the Company's Series C Preferred) and that have warrants to purchase either the Company's Common Stock or Series D (when issued or Series C if not issued).

C.

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	5	\$ 3,700,000
Non-accredited Investors	0	\$ _____
Total (for filings under Rule 504 only)	0	\$ _____

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, 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	n/a	\$ _____
<u>Regulation A</u>		\$ _____
Rule 504	n/a	\$ _____
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 Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 10,000
Legal Fees	<input checked="" type="checkbox"/>	\$ 750,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 50,000
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify)	<input checked="" type="checkbox"/>	\$ 0
Total	<input type="checkbox"/>	\$ 810,000

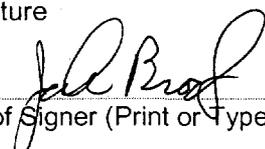
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$ 54,190,000**

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 checked="" type="checkbox"/> \$2,000,000	<input checked="" type="checkbox"/> \$12,000,000
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$5,000,000
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 checked="" type="checkbox"/> \$6,000,000
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$29,190,000
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$2,000,000	<input checked="" type="checkbox"/> \$52,190,000
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$54,190,000

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)	Signature	Date
Time Domain Corporation		10/23/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
John Brady	CFO	

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

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

SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpin/forms/formd.htm>
Last update: 06/06/2002