

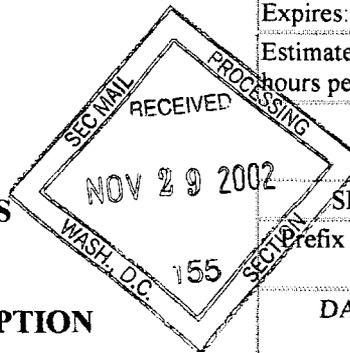
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: May 31, 2002  
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



SEC USE ONLY  
Prefix Serial  
DATE RECEIVED

Name of Offering CROWN INTERNATIONAL INC.

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

Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA



02066266

1. Enter the information requested about the issuer

Name of Issuer: CROWN INTERNATIONAL INC.

Address of Executive Offices 80 Richmond St. West, Suite 1604,  
Toronto, Ontario M5H 2A4 Canada

Telephone Number 416-866-8213

PROCESSED

P DEC 05 2002

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number  
(Including Area Code) (if different from Executive Offices) same as above

THOMSON  
FINANCIAL

Brief Description of Business: Corporate broadcasting services and software designed to permit users to interact simultaneously.

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year  
[ 1 ] [ 2 ] [ 9 ] [ 6 ]  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) [ F ] [ L ]

*Wlan*



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 Wayne Latta

Business Address Suite 1000, 601 West Hastings Street, Vancouver, B.C. V6B 5E2 Canada

Name of Associated Broker or Dealer: Raymond James Ltd.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers - Ontario, Canada

**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 .....	\$	\$
Equity .....	\$ 32,000	\$ 32,000
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	\$ 32,000	\$ 32,000

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	1	\$ 32,000
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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

N/A

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 checked="" type="checkbox"/>	\$ 400
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input type="checkbox"/>	\$ _____
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ 1,200
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	\$ 1,600

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." ..... \$ 30,400

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"/> \$10,750	<input checked="" type="checkbox"/> \$1,750
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 .- operations, accounting, travel, promotion, etc	<input checked="" type="checkbox"/> \$4,000	<input checked="" type="checkbox"/> \$5,900
Other (specify): Travel to Attorney & Auditor, filings & related charges	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$4,500
Auditor	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$3,500
Column Totals .....	<input checked="" type="checkbox"/> \$14,750	<input checked="" type="checkbox"/> \$15,650
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$30,400	

**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)

CROWN INTERNATIONAL INC.

Signature



Date

27 November, 2002

Name of Signer (Print or Type)

ALAN IRWIN

Title of Signer (Print or Type)

President/Director