

FORM D

21-39490

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

FORM D

OMB APPROVAL	
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02066951

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 (☐ check if this is an amendment and name has changed and indicate change.)**Convertible Subordinated Promissory Notes and Warrants of PlantGenix, Inc.**Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType 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.)**PlantGenix, Inc.**Address of Executive Offices (Number and Street, City, State, Zip Code)
3701 Market Street, Suite 440, Philadelphia, PA 19104Telephone Number (Including Area Code)
(215) 966-6163

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Agricultural Biotechnology

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
06	99

☒ Actual ☐ EstimatedJurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

PROCESSED
DEC 30 2002
D E THOMSON
FINANCIAL

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. 77d(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:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* 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.*Filing Fee:* There is no federal 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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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.

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. SEC 1972 (2)

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

Full Name (Last name first, if individual)

Cibulsky, Robert

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

3701 Market Street, Suite 440, Philadelphia, PA 19104

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

Full Name (Last name first, if individual)

Slattery, Frank

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

5 Radnor Corporate Center, Suite 510, Radnor, PA 19087

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

Full Name (Last name first, if individual)

Schmitt, Paul

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

c/o Pennsylvania Early Stage Partners, L.P., 435 Devon Park Drive, Wayne, PA 19087

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

Full Name (Last name first, if individual)

Bickner, Bruce

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

3701 Market Street, Suite 440, Philadelphia, PA 19104

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

Full Name (Last name first, if individual)

Goodman, Robert M., Ph.D

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

3701 Market Street, Suite 440, Philadelphia, PA 19104

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

Full Name (Last name first, if individual)

Heifetz, Philip

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

3701 Market Street, Suite 440, Philadelphia, PA 19104

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

Full Name (Last name first, if individual)

Pennsylvania Early Stage Partners, L.P.

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

435 Devon Park Drive, Wayne, PA 19087, Attention: Michael Bolton

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

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

Full Name (Last name first, if individual)

Trustees of the University of Pennsylvania

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

University of Pennsylvania, 221 College Hall, Philadelphia, PA 19104-6303, Attention: General Counsel

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)

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)

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)

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)

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Full Name (Last name first, if individual)

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.)

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?..... | \$ <u>NA</u> |
| 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	
1. State of New York	2. State of New Jersey
3. State of Pennsylvania	4. State of Delaware
5. State of Maryland	6. State of Virginia
7. State of North Carolina	8. State of South Carolina
9. State of Georgia	10. State of Florida
11. State of Alabama	12. State of Louisiana
13. State of Mississippi	14. State of Texas
15. State of Oklahoma	16. State of Kansas
17. State of Nebraska	18. State of Missouri
19. State of Illinois	20. State of Indiana
21. State of Ohio	22. State of Michigan
23. State of Wisconsin	24. State of Minnesota
25. State of Iowa	26. State of Arkansas
27. State of West Virginia	28. State of Kentucky
29. State of Tennessee	30. State of Mississippi
31. State of Louisiana	32. State of Texas
33. State of Oklahoma	34. State of Kansas
35. State of Nebraska	36. State of Missouri
37. State of Illinois	38. State of Indiana
39. State of Ohio	40. State of Michigan
41. State of Wisconsin	42. State of Minnesota
43. State of Iowa	44. State of Arkansas
45. State of West Virginia	46. State of Kentucky
47. State of Tennessee	48. State of Mississippi
49. State of Louisiana	50. State of Texas
51. State of Oklahoma	52. State of Kansas
53. State of Nebraska	54. State of Missouri
55. State of Illinois	56. State of Indiana
57. State of Ohio	58. State of Michigan
59. State of Wisconsin	60. State of Minnesota
61. State of Iowa	62. State of Arkansas
63. State of West Virginia	64. State of Kentucky
65. State of Tennessee	66. State of Mississippi
67. State of Louisiana	68. State of Texas
69. State of Oklahoma	70. State of Kansas
71. State of Nebraska	72. State of Missouri
73. State of Illinois	74. State of Indiana
75. State of Ohio	76. State of Michigan
77. State of Wisconsin	78. State of Minnesota
79. State of Iowa	80. State of Arkansas
81. State of West Virginia	82. State of Kentucky
83. State of Tennessee	84. State of Mississippi
85. State of Louisiana	86. State of Texas
87. State of Oklahoma	88. State of Kansas
89. State of Nebraska	90. State of Missouri
91. State of Illinois	92. State of Indiana
93. State of Ohio	94. State of Michigan
95. State of Wisconsin	96. State of Minnesota
97. State of Iowa	98. State of Arkansas
99. State of West Virginia	100. State of Kentucky
101. State of Tennessee	102. State of Mississippi
103. State of Louisiana	104. State of Texas
105. State of Oklahoma	106. State of Kansas
107. State of Nebraska	108. State of Missouri
109. State of Illinois	110. State of Indiana
111. State of Ohio	112. State of Michigan
113. State of Wisconsin	114. State of Minnesota
115. State of Iowa	116. State of Arkansas
117. State of West Virginia	118. State of Kentucky
119. State of Tennessee	120. State of Mississippi
121. State of Louisiana	122. State of Texas
123. State of Oklahoma	124. State of Kansas
125. State of Nebraska	126. State of Missouri
127. State of Illinois	128. State of Indiana
129. State of Ohio	130. State of Michigan
131. State of Wisconsin	132. State of Minnesota
133. State of Iowa	134. State of Arkansas
135. State of West Virginia	136. State of Kentucky
137. State of Tennessee	138. State of Mississippi
139. State of Louisiana	140. State of Texas
141. State of Oklahoma	142. State of Kansas
143. State of Nebraska	144. State of Missouri
145. State of Illinois	146. State of Indiana
147. State of Ohio	148. State of Michigan
149. State of Wisconsin	150. State of Minnesota
151. State of Iowa	152. State of Arkansas
153. State of West Virginia	154. State of Kentucky
155. State of Tennessee	156. State of Mississippi
157. State of Louisiana	158. State of Texas
159. State of Oklahoma	160. State of Kansas
161. State of Nebraska	162. State of Missouri
163. State of Illinois	164. State of Indiana
165. State of Ohio	166. State of Michigan
167. State of Wisconsin	168. State of Minnesota
169. State of Iowa	170. State of Arkansas
171. State of West Virginia	172. State of Kentucky
173. State of Tennessee	174. State of Mississippi
175. State of Louisiana	176. State of Texas
177. State of Oklahoma	178. State of Kansas
179. State of Nebraska	180. State of Missouri
181. State of Illinois	182. State of Indiana
183. State of Ohio	184. State of Michigan
185. State of Wisconsin	186. State of Minnesota
187. State of Iowa	188. State of Arkansas
189. State of West Virginia	190. State of Kentucky
191. State of Tennessee	192. State of Mississippi
193. State of Louisiana	

(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]
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[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*	\$	\$
Equity*	\$	\$
☐ Common ☐ Preferred		
Convertible Securities (including warrants)*	\$ 2,000,000	\$ 567,000
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total:	\$ 2,000,000	\$ 567,000

- * Notes are convertible into the proposed Series D Preferred Stock of PlantGenix ("Series D Stock"). Each Note is accompanied by a Warrant exchangeable for up to an additional 50% of the number of shares of Series D Stock into which such Note is convertible.

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	9	\$ 567,000
Non-accredited Investors	-0-	\$ ----
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.

Transfer Agent's Fees	☐	\$
Printing and Engraving Costs	☐	\$
Legal Fees	☒	\$ 15,000
Accounting Fees	☐	\$
Engineering Fees	☐	\$
Sales Commissions (specify finders' fees separately)	☐	\$

Other Expenses (Specify _____) ☐

Total.....

☒ \$ 15,000

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."

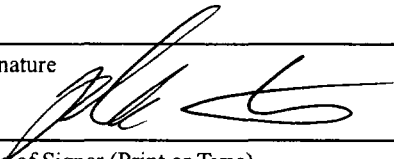
\$1,985,000

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.....	☐ \$ _____	☐ \$ _____
Purchase of real estate.....	☐ \$ _____	☐ \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	☐ \$ _____	☐ \$ _____
Construction or leasing of plant buildings and facilities.....	☐ \$ _____	☐ \$ _____
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)	☐ \$ _____	☐ \$ _____
Repayment of indebtedness.....	☐ \$ _____	☐ \$ _____
Working capital.....	☐ \$ _____	☒ \$ 1,985,000
Other (specify):	☐ \$ _____	☐ \$ _____
Column Totals.....	☐ \$ _____	☒ \$ 1,985,000
Total Payments Listed (column totals added)	☒ \$ 1,985,000	

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) PLANTGENIX, INC.	Signature 	Date December 15, 2002
Name of Signer (Print or Type) Philip Heifetz	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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

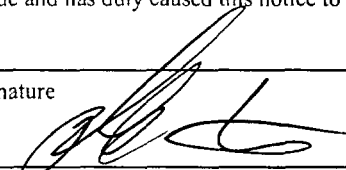
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(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 (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)	Signature	Date
PLANTGENIX, INC.		December 12, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Philip Heifetz	Chief Financial Officer	

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	Convertible Subordinated Promissory Notes and Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE			\$2,000,000	1	\$50,000				
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

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	Convertible Subordinated Promissory Notes and Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OR									
PA		X	\$2,000,000	8	\$517,000				
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									