

FORM D

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

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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

REC'D S.E.C.
JAN 9 - 2003

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Private Placement of Equity Securities
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type 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.)
SkyComm Technologies Corporation
Address of Executive Offices (Number and Street, City, State, Zip Code)
2 Northpoint Drive, Suite 230, Houston, Texas 77060
Address of Principal Business Operations (Number and Street, City, State, Zip Code)
Brief Description of Business
Develop, build and sell services of satellite communications teleport

Barcode
03000887
Telephone Number (including Area Code)
(281) 272-7500

PROCESSED
JAN 10 2003
THOMSON FINANCIAL

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: 0 2 / 0 2 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) D E

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.
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.
Information Required: A new filing must contain all information requested.
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.

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.

## 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)

**Baker, Joseph K.**

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

**2 Northpoint Drive, Suite 230, Houston, Texas 77060**

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

Full Name (Last name first, if individual)

**McCrary, Bill B.**

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

**2 Northpoint Drive, Suite 230, Houston, Texas 77060**

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

Full Name (Last name first, if individual)

**Orem, Thomas S.**

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

**2 Northpoint Drive, Suite 230, Houston, Texas 77060**

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

Full Name (Last name first, if individual)

**Fielder, Guy**

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

**2 Northpoint Drive, Suite 230, Houston, Texas 77060**

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

Full Name (Last name first, if individual)

**Stack, Charles K.**

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

**2 Northpoint Drive, Suite 230, Houston, Texas 77060**

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

Full Name (Last name first, if individual)

**Pollak, Martin M.**

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

**2 Northpoint Drive, Suite 230, Houston, Texas 77060**

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

Full Name (Last name first, if individual)

**Clary, Roger S.**

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

**2 Northpoint Drive, Suite 230, Houston, Texas 77060**

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

Full Name (Last name first, if individual)

**Movada, Ltd.**

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

**2702 Rolling Glen Drive, Spring, Texas 77373**

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

Full Name (Last name first, if individual)

**Puddy, Ltd.**

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

**2702 Rolling Glen Drive, Spring, Texas 77373**

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

Full Name (Last name first, if individual)

**Baker, Ann L.**

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

**30721 Berry Creek Drive, Georgetown, Texas 78628**

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

Full Name (Last name first, if individual)

**Evest Sky, L.P.**

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

**2200 N. Rodney Parham #210, Little Rock, Arkansas 72212**

## B. INFORMATION ABOUT OFFERING

- |  |  |   |
|--|--|---|
| <p>1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?<br/> <span style="margin-left: 150px;">Answer also in Appendix, Column 2, if filing under ULOE</span></p>   | Yes<br><input type="checkbox"/>  | No<br><input checked="" type="checkbox"/> |
| <p>2. What is the minimum investment that will be accepted from any individual?</p>  | No minimum.<br>Yes      No<br><input checked="" type="checkbox"/> <input type="checkbox"/> |   |
| <p>3. Does the offering permit joint ownership of a single unit?</p>   | Yes      No<br><input checked="" type="checkbox"/> <input type="checkbox"/>                |   |
| <p>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.</p> |  |   |

Full Name (Last name first, if individual)

**J.E. Butler Securities Inc.**

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

**11809 Hinson Road, Suite 400, Little Rock, Arkansas 72212**

Name of Associated Broker or Dealer

**J. Ernest Butler, Jr.**

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] | [✓]  | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
|      |      |      |      | [LA] |      |      |      |      |      |      |      |      |
| [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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>N/A</u>	\$ <u>N/A</u>
Equity .....	\$ <u>N/A</u>	\$ <u>N/A</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) (8½% Secured Convertible Debentures - Series A) .....	\$ <u>5,500,000</u>	\$ <u>5,500,000</u>
Partnership Interests .....	\$ <u>N/A</u>	\$ <u>N/A</u>
Other (Specify) .....	\$ <u>N/A</u>	\$ <u>N/A</u>
Total .....	\$ <u>5,500,000</u>	\$ <u>5,500,000</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 Of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>1</u>	\$ <u>5,500,000</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) .....	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 3, 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 .....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A .....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504 .....	<u>N/A</u>	\$ <u>N/A</u>
Total .....	<u>N/A</u>	\$ <u>N/A</u>

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"/>	\$ <u>-0-</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ <u>-0-</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>75,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$ <u>-0-</u>
Engineering Fees .....	<input type="checkbox"/>	\$ <u>-0-</u>
Sales Commissions (Specify finder's fees separately) .....	<input checked="" type="checkbox"/>	\$ <u>110,000</u>
Other Expenses (identify) <u>Finder's Fees and Direct Expenses of Same</u> .....	<input checked="" type="checkbox"/>	\$ <u>114,500</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>299,500</u>

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." .....

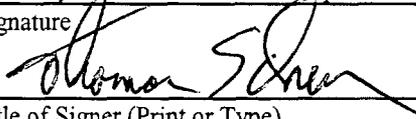
\$ 5,200,500

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"/>	\$ <u>559,000</u>	<input type="checkbox"/> \$ <u>-0-</u>
Purchase of real estate .....	<input type="checkbox"/>	\$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ <u>-0-</u>	<input checked="" type="checkbox"/> \$ <u>500,000</u>
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$ <u>-0-</u>	<input checked="" type="checkbox"/> \$ <u>2,211,500</u>
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"/>	\$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Repayment of indebtedness .....	<input checked="" type="checkbox"/>	\$ <u>485,000</u>	<input type="checkbox"/> \$ <u>1,455,000</u>
Working capital .....	<input type="checkbox"/>	\$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Other (specify) _____			
_____ .....	<input type="checkbox"/>	\$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Column Totals .....	<input checked="" type="checkbox"/>	\$ <u>1,044,000</u>	<input checked="" type="checkbox"/> \$ <u>4,156,500</u>
Total Payments Listed (column totals added) .....			<input checked="" type="checkbox"/> \$ <u>5,200,500</u>

**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
SkyComm Technologies Corporation		January 8, 2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Thomas S. Orem	Chief Financial Officer, Treasurer and Secretary	

**ATTENTION**

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

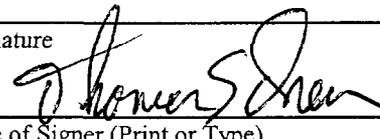
**E. STATE SIGNATURE**

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 in 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
SkyComm Technologies Corporation		January 8, 2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Thomas S. Orem	Chief Financial Officer, Treasurer and Secretary	

*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.



State	Yes	No		Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									