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**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

PROCESSED  
APR 16 2003  
THOMSON  
FINANCIAL

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1



03019845

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		

31543

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)  
**TheEdge, Ltd.**

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

**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.)  
**TheEdge, Ltd.**

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number  
(Including Area Code)  
**680 Atchison Way, Suite 400, Castle Rock, CO 80109 303-663-9980**

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

Brief Description of Business



- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual) **Joseph R. Brunning**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**680 Atchison Way, Suite 400, Castle Rock, CO 80109**

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

Full Name (Last name first, if individual) **Richard K. Lee, Ph.D.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**680 Atchison Way, Suite 400, Castle Rock, CO 80109**

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

Full Name (Last name first, if individual) **Richard A. Campfield**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**680 Atchison Way, Suite 400, Castle Rock, CO 80109**

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

Full Name (Last name first, if individual) **Joanna L. Campfield**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**680 Atchison Way, Suite 400, Castle Rock, CO 80109**

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

Full Name (Last name first, if individual) **Angelo Yializis**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**680 Atchison Way, Suite 400, Castle Rock, CO 80109**

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

Full Name (Last name first, if individual) **Richard S. Melrose**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**680 Atchison Way, Suite 400, Castle Rock, CO 80109**

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

Full Name (Last name first, if individual) **Sherri Phillips**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**5646 S. Lewiston Ct., Centennial, CO 80015**

(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?..... \$50,008
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. **N/A**

Full Name (Last name first, if individual) **none**

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]
[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]

**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 .....	\$-0-	\$-0-
Equity .....	\$3,500,000 *	\$-0-
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$-0-	\$-0-
Partnership Interests .....	\$-0-	\$-0-
Other (Specify _____) .....	\$-0-	\$-0-
Total .....	\$-0-	\$-0-

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

**\* The offering is being offered on a best efforts basis with a minimum aggregate offering price of \$300,000 and a maximum aggregate offering price of \$3,500,000.**

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
N/A		
Accredited Investors .....	_____	\$ _____
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.

Type of offering	Type of Security	Dollar Amount Sold
N/A		
Rule 505 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____
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 .....	<input checked="" type="checkbox"/> \$-0-
Printing and Engraving Costs .....	<input checked="" type="checkbox"/> \$-0-
Legal Fees .....	<input checked="" type="checkbox"/> \$50,000
Accounting Fees .....	<input checked="" type="checkbox"/> \$-0-
Engineering Fees .....	<input checked="" type="checkbox"/> \$-0-
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/> \$-0-
Other Expenses (identify) _____	<input checked="" type="checkbox"/> \$-0-

Total ..... [ X ] \$50,000\*\*

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." ..... \$300,000 Minimum Amount

\*\* The expenses associated with the offering in the total approximate amount of \$50,000 (as set forth above) are not being paid with the proceeds of the offering and are therefore not deducted from the minimum and maximum aggregate offering amounts. 3,500,000 Maximum Amount\*\*

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.

	MINIMUM		MAXIMUM	
	Payments to Officers, Directors, & Affiliates	Payments To Others	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	[ X ] \$30,000	[ X ] \$30,000	[ X ] \$100,000	[ X ] \$200,000
Purchase of real estate .....	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-
Purchase, rental or leasing and installation of machinery and equipment .....	[ X ] \$-0-	[ X ] \$8,000	[ X ] \$-0-	[ X ] \$300,000
Construction or leasing of plant buildings and facilities.....	[ X ] \$-0-	[ X ] \$18,000	[ X ] \$-0-	[ X ] \$125,000
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)	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-
Repayment of indebtedness .....	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-
Working capital .....	[ X ] \$-0-	[ X ] \$20,000	[ X ] \$-0-	[ X ] \$735,000
Other (specify): Auto Dealership Marketing	[ X ] \$-0-	[ X ] \$4,000	[ X ] \$-0-	[ X ] \$25,000
Market Testing and Research	[ X ] \$-0-	[ X ] \$8,750	[ X ] \$-0-	[ X ] \$75,000
Fleet Marketing	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$100,000
Advertising Production	[ X ] \$-0-	[ X ] \$25,000	[ X ] \$-0-	[ X ] \$75,000
Media Placement	[ X ] \$-0-	[ X ] \$75,000	[ X ] \$-0-	[ X ] \$1,000,000
Marketing Materials	[ X ] \$-0-	[ X ] \$25,000	[ X ] \$-0-	[ X ] \$140,000
Travel	[ X ] \$-0-	[ X ] \$25,000	[ X ] \$-0-	[ X ] \$300,000
Insurance	[ X ] \$-0-	[ X ] \$12,500	[ X ] \$-0-	[ X ] \$20,000
Recruiting and Training	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$75,000
Facilities Lease	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$30,000
Legal (b)	[ X ] \$-0-	[ X ] \$18,750	[ X ] \$-0-	[ X ] \$75,000
Taxes	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$-0-	[ X ] \$125,000
Column Totals	[ X ] \$30,000	[ X ] \$270,000	[ X ] \$100,000	[ X ] \$3,400,000
Total Payments Listed (column totals added)	[ X ] \$300,000	[ X ] \$3,500,000	[ X ] \$3,500,000	

**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) <b>TheEdge, Ltd.</b>	Signature <i>Joseph R. Bruning</i>	Date <i>4/14/03</i>
Name of Signer (Print or Type) <b>Joseph R. Bruning</b>	Title of Signer (Print or Type) <b>President</b>	

**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  
[ ] [X]

.....  
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) <b>TheEdge, Ltd.</b>	Signature <i>Joseph R. Bruning</i>	Date <i>4/14/03</i>
Name of Signer (Print or Type) <b>Joseph R. Bruning</b>	Title (Print or Type) <b>President</b>	

*Instruction:*



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