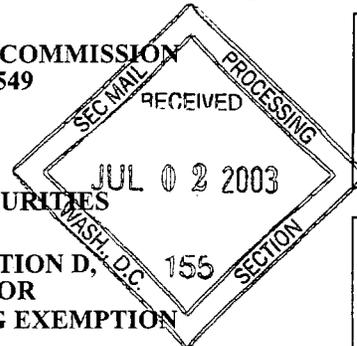


1252160

OMB APPROVAL OMB Number: Expires: May 31, 2004 Estimated average burden hours per response

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



03026215

Name of Offering: Exchange of Membership Interest Units ("MIUs") and Warrant to purchase MIUs of Cloud LLC for Interests in Cloud Holdings, LLC and related Warrant to purchase MIUs in connection with the formation of a holding company. Filing Under: 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: Cloud Holdings, LLC Address of Executive Offices: c/o Cameron Holdings Corporation, 12220 El Camino Real #320, San Diego, CA 92130 Telephone Number: (858) 793-4070 Address of Principal Business Operations: 13515 Barrett Parkway Drive #200, St. Louis, MO 63021-5880 Telephone Number: (314) 984-0700

Brief Description of Business: Acquire, hold, transfer or otherwise dispose of all of the units of Cloud LLC (operating company) Type of Business Organization: other (please specify): limited liability company

Actual or Estimated Date of Incorporation or Organization: 8 2001 Actual Estimated Jurisdiction of Incorporation or Organization: DE

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. 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.

CR

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.

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)

Cross, Robert

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

c/o Cameron Holdings Corporation 1315 Barrett Parkway Drive #200 St. Louis, MO 63021-5880

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

Full Name (Last name first, if individual)

Stack, Bradley G.

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

Sinclair & Rush, Inc. 123 Manufacturers Drive Arnold, MO 63010

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

Full Name (Last name first, if individual)

Feigenbutz, Gary W.

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

3008 Oakville Woods Court St. Louis, MO 63129

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

Full Name (Last name first, if individual)

Stein, Jr., Elliot H.

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

c/o Commonwealth Capital Partners 444 Madison Avenue, Suite 703 New York, NY 10022

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

Full Name (Last name first, if individual)

Nicklin, William F.

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

Paine Webber, Inc. 300 Westage Business Center #310 Fishkill, NY 12524

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

Full Name (Last name first, if individual)

Henry, John J.

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

Sinclair & Rush, Inc. 1350 Old Freepport Road #2-B Pittsburgh, PA 15238

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

Full Name (Last name first, if individual)

Adorjan, Joe

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

c/o Adven Capital Partners 7733 Forsyth Boulevard, Suite 730 Clayton, MO 63105

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

Full Name (Last name first, if individual)

Schweinberg, Richard

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

Cloud LLC 1938 South Wolf Road Des Plaines, IL 60018

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

Full Name (Last name first, if individual)

Fritzmeyer, Kevin

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

Cloud LLC 1938 South Wolf Road Des Plaines, IL 60018

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

Full Name (Last name first, if individual)

Vincent and Gloria Gorguze Trust

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

c/o Cameron Holdings Corporation 12220 El Camino Real #320 San Diego, CA 92130

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

Full Name (Last name first, if individual)

Lynn E. Gorguze Separate Property Trust

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

c/o Cameron Holdings Corporation 12220 El Camino Real #320 San Diego, CA 92130

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

Full Name (Last name first, if individual)

Gorguze, Vincent T.

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

c/o Cameron Holdings Corporation 12220 El Camino Real #320 San Diego, CA 92130

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

Full Name (Last name first, if individual)

Gorguze, Lynn E.

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

c/o Cameron Holdings Corporation 12220 El Camino Real #320 San Diego, CA 92130

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

Full Name (Last name first, if individual)

Sahrman, Gary F.

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

c/o Cameron Holdings Corporation 13515 Barrett Parkway Drive #200 St. Louis, MO 63021-5880

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? \$ N/A¹
 Yes No
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)

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

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> AL] | <input type="checkbox"/> AK] | <input type="checkbox"/> AZ] | <input type="checkbox"/> AR] | <input type="checkbox"/> CA] | <input type="checkbox"/> CO] | <input type="checkbox"/> CT] | <input type="checkbox"/> DE] | <input type="checkbox"/> DC] | <input type="checkbox"/> FL] | <input type="checkbox"/> GA] | <input type="checkbox"/> HI] | <input type="checkbox"/> ID] |
| <input type="checkbox"/> IL] | <input type="checkbox"/> IN] | <input type="checkbox"/> IA] | <input type="checkbox"/> KS] | <input type="checkbox"/> KY] | <input type="checkbox"/> LA] | <input type="checkbox"/> ME] | <input type="checkbox"/> MD] | <input type="checkbox"/> MA] | <input type="checkbox"/> MI] | <input type="checkbox"/> MN] | <input type="checkbox"/> MS] | <input type="checkbox"/> MO] |
| <input type="checkbox"/> MT] | <input type="checkbox"/> NE] | <input type="checkbox"/> NV] | <input type="checkbox"/> NH] | <input type="checkbox"/> NJ] | <input type="checkbox"/> NM] | <input type="checkbox"/> NY] | <input type="checkbox"/> NC] | <input type="checkbox"/> ND] | <input type="checkbox"/> OH] | <input type="checkbox"/> OK] | <input type="checkbox"/> OR] | <input type="checkbox"/> PA] |
| <input type="checkbox"/> RI] | <input type="checkbox"/> SC] | <input type="checkbox"/> SD] | <input type="checkbox"/> TN] | <input type="checkbox"/> TX] | <input type="checkbox"/> UT] | <input type="checkbox"/> VT] | <input type="checkbox"/> VA] | <input type="checkbox"/> WA] | <input type="checkbox"/> WV] | <input type="checkbox"/> WI] | <input type="checkbox"/> WY] | <input type="checkbox"/> 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

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> AL] | <input type="checkbox"/> AK] | <input type="checkbox"/> AZ] | <input type="checkbox"/> AR] | <input type="checkbox"/> CA] | <input type="checkbox"/> CO] | <input type="checkbox"/> CT] | <input type="checkbox"/> DE] | <input type="checkbox"/> DC] | <input type="checkbox"/> FL] | <input type="checkbox"/> GA] | <input type="checkbox"/> HI] | <input type="checkbox"/> ID] |
| <input type="checkbox"/> IL] | <input type="checkbox"/> IN] | <input type="checkbox"/> IA] | <input type="checkbox"/> KS] | <input type="checkbox"/> KY] | <input type="checkbox"/> LA] | <input type="checkbox"/> ME] | <input type="checkbox"/> MD] | <input type="checkbox"/> MA] | <input type="checkbox"/> MI] | <input type="checkbox"/> MN] | <input type="checkbox"/> MS] | <input type="checkbox"/> MO] |
| <input type="checkbox"/> MT] | <input type="checkbox"/> NE] | <input type="checkbox"/> NV] | <input type="checkbox"/> NH] | <input type="checkbox"/> NJ] | <input type="checkbox"/> NM] | <input type="checkbox"/> NY] | <input type="checkbox"/> NC] | <input type="checkbox"/> ND] | <input type="checkbox"/> OH] | <input type="checkbox"/> OK] | <input type="checkbox"/> OR] | <input type="checkbox"/> PA] |
| <input type="checkbox"/> RI] | <input type="checkbox"/> SC] | <input type="checkbox"/> SD] | <input type="checkbox"/> TN] | <input type="checkbox"/> TX] | <input type="checkbox"/> UT] | <input type="checkbox"/> VT] | <input type="checkbox"/> VA] | <input type="checkbox"/> WA] | <input type="checkbox"/> WV] | <input type="checkbox"/> WI] | <input type="checkbox"/> WY] | <input type="checkbox"/> 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

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> AL] | <input type="checkbox"/> AK] | <input type="checkbox"/> AZ] | <input type="checkbox"/> AR] | <input type="checkbox"/> CA] | <input type="checkbox"/> CO] | <input type="checkbox"/> CT] | <input type="checkbox"/> DE] | <input type="checkbox"/> DC] | <input type="checkbox"/> FL] | <input type="checkbox"/> GA] | <input type="checkbox"/> HI] | <input type="checkbox"/> ID] |
| <input type="checkbox"/> IL] | <input type="checkbox"/> IN] | <input type="checkbox"/> IA] | <input type="checkbox"/> KS] | <input type="checkbox"/> KY] | <input type="checkbox"/> LA] | <input type="checkbox"/> ME] | <input type="checkbox"/> MD] | <input type="checkbox"/> MA] | <input type="checkbox"/> MI] | <input type="checkbox"/> MN] | <input type="checkbox"/> MS] | <input type="checkbox"/> MO] |
| <input type="checkbox"/> MT] | <input type="checkbox"/> NE] | <input type="checkbox"/> NV] | <input type="checkbox"/> NH] | <input type="checkbox"/> NJ] | <input type="checkbox"/> NM] | <input type="checkbox"/> NY] | <input type="checkbox"/> NC] | <input type="checkbox"/> ND] | <input type="checkbox"/> OH] | <input type="checkbox"/> OK] | <input type="checkbox"/> OR] | <input type="checkbox"/> PA] |
| <input type="checkbox"/> RI] | <input type="checkbox"/> SC] | <input type="checkbox"/> SD] | <input type="checkbox"/> TN] | <input type="checkbox"/> TX] | <input type="checkbox"/> UT] | <input type="checkbox"/> VT] | <input type="checkbox"/> VA] | <input type="checkbox"/> WA] | <input type="checkbox"/> WV] | <input type="checkbox"/> WI] | <input type="checkbox"/> WY] | <input type="checkbox"/> PR] |

¹ The offering is part of a transaction effected solely for the purpose of forming a holding company, as a result of which holders of all of the interests of Cloud LLC and a warrant to purchase interests of Cloud LLC received interests in the Company and a warrant to purchase interests of the Company, respectively.

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 1 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	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify) Limited liability company membership interest units and a related Warrant to purchase 375,000 MIUs*	\$ 4,875,000 ¹	\$ 4,875,000
*Warrant amount is subject to adjustment to prevent dilution.		
Total	\$ 4,875,000	\$ 4,875,000

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	13	\$ N/A ¹
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ N/A

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 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"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input checked="" type="checkbox"/>	\$ 60,000
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify)	<input type="checkbox"/>	\$
Total	<input checked="" type="checkbox"/>	\$ 60,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total

expense furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ (60,000)

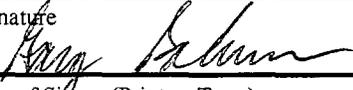
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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, and Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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 building 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	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$ 0	

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) Cloud Holdings, LLC	Signature 	Date June <u>30</u> , 2003
Name of Signer (Print or Type) Gary F. Sahrman	Title of Signer (Print or Type) Vice President and Secretary	

ATTENTION

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