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SEC 1972 (6-02)

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.



ATTENTION

notice in the appropriate states will not result in a loss of the aption. Conversely, failure to file the appropriate federal notice will a loss of an available state exemption state exemption unless ion is predicated on the filing of a federal notice.

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

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005

Estimated average burden hours per response...1

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix		Serial					
DA	TE RECEIV	/ED					

Name of Offering ([] check if this is an Monetary Advisory Co		I name has char	ged, and indicate	e change.)	
Filing Under (Check box(es) that apply):	[] Rule 504	∦] Rule 505	[] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [x] New Filing	[] Ameno	lment			
	A. BASIC ID	ENTIFICATI	ON DATA	The second secon	
1. Enter the information reque	sted about th	ne issuer		The annual command dynamic field and a first of Chamber annual to \$1.5 and a realized field (in Figure 2).	-
Name of Issuer ([] check if the change.) Monetary Advisor			name has ch	anged, and inc	diciate
Address of Executive Offices Telephone Number (Including 551 Valley Rd 357 L Address of Principal Business Telephone Number (Including (if different from Executive Office)	y Area Code John Monto Operations Area Code)) clair, New (Numberar	Jersey 070	43 tele (97	
Brief Description of Business					
Funds for Venture Capita	al Opportur	nities in e	early stage	Technology	Companies.

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Type of Business Organizati	on		
[X] corporation	[] limited partnership, all	ready formed	[] other (please specify):
[] business trust	[] limited partnership, to	be formed	
, <u>,</u> ,		Month Year	
Actual or Estimated Date of	Incorporation or Organization:	p 131 [9]91	Actual [] Estimated
Jurisdiction of Incorporation	or Organization: (Enter two-letter U CN for Canada; FN f	S. Postal Service abbor other foreign jurisd	

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 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 in the notice constitutes a part of this notice and must be completed.

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: [X] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [X]	General and/or Managing Partner
Full Name (Last name first, if individual) Barath, Harry	
Business or Residence Address (Number and Street, City, State, Zip Code) 23 Mt Vernon Square Verona, N.J. 07044 (Residence)	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) Dr Donald A Stenzel 10855 41st Ave N Plymouth Mn. 55441	
Business or Residence Address (Number and Street, City, State, Zip Code) Same	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) William D. Jelinek 160 Pineview Dr Wexford Pa. 15090	
Business or Residence Address (Number and Street, City, State, Zip Code) SAME	
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)	
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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?....... Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?..... \$10,000.00 3. Does the offering permit joint ownership of a single unit?..... 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) Barath Harry Business or Residence Address (Number and Street, City, State, Zip Code) 551 Valley Rd 357 Upper Montclair, N.J. 07043 (Business) 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 **SALT** [AK] [AZ] [AR] [CA] [CO] CTI (DE) (DC) [FL] [GA] [HI] [D] [KS] [IL][IN] [IA] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [LN] [MM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SD] [WY] [PR] [SC] [TN] TXI [UT] [VA] [WA] [WV] [WI] 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) 1 All States [AL] [AK] ([AZ] [AR] CA (CO) (CT) IDEI [DC] [FL] [GA] [HI] [ID] [IA] [KS] [LA] [OM] [IN] [KY] (ME) [MD] [AM] [MI] [MN] [MS] [PA] [TM] [NE] [NV] [NH] [NJ] [MM] [NY] [NC] [ND] [OH] [OK] [OR] (SC) [SD] [TN] [WY] [PR] (RII [TX] IUTI [VII] [VA] [AW] [WV] [WI] Full Name (Last name first, if individual)

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

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Total		\$
4. a. Furnish a statement of all expenses in connection with the is distribution of the securities in this offering. Exclude amounts rela organization expenses of the issuer. The information may be give contingencies. If the amount of an expenditure is not known, furnicheck the box to the left of the estimate.	isuance and ting solely to n as subject to future	
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Travel Expenses Total b. Enter the difference between the aggregate offering price given and total expenses furnished in response to Part C - Question 4.a	in response to Part C - Qu	[]\$
gross proceeds to the issuer."	purpose is not known. The total of the payments	
Salaries and fees		Payments to Officers, Directors, & Payments To Affiliates Others
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		[] 1,577,5bb
Other (specify):		
Column Totals		\$\$ [s] 1,652,5bb
Total Payments Listed (column totals added)	•••••	[]\$1,652,500
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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

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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)
Harry Barath
Monetary Advisory Corporation
Name of Signer (Print or Type)

Name of Signer (Print or Type)

Harry Barath

Date Offinites

Title of Signer (Print or Type)

President/Executive 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 230.262 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 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.

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

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