

FORM D

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

944310

OMB APPROVAL
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SEC USE ONLY
Prefix Serial
DATE RECEIVED

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

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.
Offering of TalkPoint Communications Inc. Common Stock and 8% Secured Convertible Notes
Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (x) Rule 506 (x) 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.

TalkPoint Communications Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

100 William Street, New York, New York 10038

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

Telephone Number (Including Area Code)

(212) 909-2900
Telephone Number (Including Area Code)

Brief Description of Business

Production and distribution of multimedia presentation material

Type of Business Organization

- (x) corporation ( ) limited partnership, already formed ( ) other (please specify)
( ) business trust ( ) limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: 10 93 (x) 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) 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. 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.

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**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

See Rider A annexed hereto and made part hereof

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)

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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)

**RIDER A TO TALKPOINT COMMUNICATIONS INC.  
NOTICE OF SALE OF SECURITIES ON FORM D**

**Section A – Basic Identification Data**

The information set forth below speaks as of immediately prior to the closing of the Offering.

<u>Name</u>	<u>Position (4)</u>
Muscari, Carl (1)	Director
Balletta, Nicholas (1)	Director and Executive Officer
Dobes, Ronald K. (1)	Executive Officer
Kinsella, Lawrence (2)	Executive Officer
Auster, Charles F. (3)	Director
Battista, Bernard (2)	Director
Cacciamani, Eugene R. (1)	Director
Russo, Alexander (2)	Director and Executive Officer
Walsh, David (2)	Director
Ableman, Adam (2)	Executive Officer
Moneyline Telerate Holdings (2)	Beneficial Owner (6)
Rubenstein Affiliates (5)	Beneficial Owner (6)

(1) The address for such person is 100 William Street, New York, New York 10038

(2) The address for such person is c/o Moneyline Networks, LLC, 233 Broadway, New York, NY 10279. Moneyline Networks, LLC may be deemed to share beneficial ownership of TalkPoint common stock with Moneyline Telerate Holdings, One Equity Partners LLC, OEP Holding Corporation, Bank One Investment Corporation, Bank One Capital Corporation, Bank One Financial Corporation, and Bank One Corporation.

(3) The address for such person is c/o One Equity Partners, 320 Park Ave., 18th Floor New York, NY 10022.

(4) Messrs. Ableman, Kinsella, Auster, Battista and Russo are directly or indirectly affiliated with Moneyline Networks, LLC or One Equity Partners LLC. They resigned their positions with TalkPoint effective with the closing of this offering.

(5) Rubenstein Affiliates refers to Mr. Barry Rubenstein, Wheatley, Seneca, Woodland Fund, Woodland Partners, Woodland Services Corporation and the Rubenstein Foundation. The address of Mr. Barry Rubenstein and the Rubenstein Foundation is 68 Wheatley Road, Brookville, New York 11545. The address of Wheatley is 80 Cuttermill Road, Great Neck, New York 11021. The address of Seneca, Woodland Fund, Woodland Partners and Woodland Services Corp. is 68 Wheatley Road, Brookville, New York 11545.

(6) The term "Beneficial Owner" refers to a person having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of TalkPoint.

**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? ..... \$ 15,000
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)

Not Applicable

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

(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 the 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 .....	\$ <u>975,000</u>	\$ <u>975,000</u>
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify <u>Convertible Notes</u> ) .....	\$ <u>325,000</u>	\$ <u>325,000</u>
Total .....	\$ _____	\$ _____

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 .....	<u>12</u>	\$ <u>1,300,000</u>
Non-accredited Investors .....	<u>--</u>	\$ <u>--</u>
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 insurer. 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"/>	\$ <u>500</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>25,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>Miscellaneous</u> .....	<input checked="" type="checkbox"/>	\$ <u>4,500</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>30,000</u>

**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.” .....

\$1,270,000

5. Indicate below the amount of the adjusted gross proceed 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.

\* Proceeds of this offering are allocated for general working capital purposes which includes the payment of salaries and fees (including salaries and fees to officers, directors and affiliates). The amount of such payments to be made from the

Payments to  
Officers,  
Directors, &  
Affiliates

Payments to  
Others

Proceeds of this offering is not definitively determinable...  \$ \_\_\_\_\_  \$ \_\_\_\_\_

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 .....  \$ \_\_\_\_\_  \$1,270,000\*

Other (specify): \_\_\_\_\_  \$ \_\_\_\_\_  \$ \_\_\_\_\_


\_\_\_\_\_  \$ \_\_\_\_\_  \$ \_\_\_\_\_

Column Totals .....  \$ \_\_\_\_\_  \$1,270,000

Total Payments Listed (column totals added) .....  \$1,270,000

**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) TalkPoint Communications Inc.	Signature 	Date October 23, 2003
Name of Signer (Print or Type) Nicholas Balletta	Title of Signer (Print or Type) Chief Executive Officer	

**ATTENTION**

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