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

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	

Name of Offering **CROWN INTERNATIONAL INC.**

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

PROCESSED
JAN 15 2004
THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer: **CROWN INTERNATIONAL INC.**

Address of Executive Offices: **80 Richmond St. W., Suite 1604,
Toronto, Ontario M5H 2A4 Canada 416-866-8213**

Address of Principal Business (if different from Executive Offices) **as above**

Brief Description of Business: **Provision of satellite and internet services to multi dwelling unit
Buildings and corporate broadcasting services.**

Type of Business Organization

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

Month Year

Actual or Estimated Date of Incorporation or Organization: [1] [2] [9] [6] [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) [F] [L]

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 [] Promoter [x] Beneficial [x] Executive [x] Director [] General and/or
Apply: Owner Officer Partner

Full Name IRWIN, Alan

Residence Address R.R.#2, Godfrey, Ontario K0H 1T0 Canada

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

Full Name KENNEDY, Alex

Residence Address 1461 Skyview St., Oshawa, Ontario L1K 2S2 Canada

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

Full Name IRWIN, Lorna

Residence Address R.R. #2, Godfrey, Ontario K0H 1T0 Canada

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

Full Name BRIGAND CAPITAL CORP.

Business 120 Adelaide St. W., Toronto, Ontario M5H 1T1 Canada

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

Full Name **GREATWAY GLOBAL COMMUNICATIONS CORP.**
 Business **80 Richmond St. W., #1604, Toronto, Ontario M5H 2A4 Canada**

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?..... \$3,800

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

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	\$	\$
Equity	\$	\$
[x] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify) - Debt & Equity	\$188,700	\$86,450
Total	\$188,700	\$86,450

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	1	\$86,450
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. N/A

Type of offering	Type of Security	Dollar Amount Sold
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"/>	\$ 200.00
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
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"/>	\$ 200.00

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." \$188,500

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	[] \$ _____	[] \$ _____
Purchase of real estate	[] \$ _____	[] \$ _____
Purchase, rental or leasing and installation of machinery and equipment	[] \$ _____	[x] \$7,700
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 – operations, accounting, travel, promotion, insurance, auto, filings and related items, auditor	[] \$ _____	[x] \$25,800
Other (specify): Previously advanced in accordance with Form D Filed 30 October, 2003 under this Offering	[] \$ _____	[x] \$52,750
_____	[] \$ _____	[x]
Column Totals	[] \$ _____	[x] \$86,250
Total Payments Listed (column totals added)		[x] \$86,250

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
CROWN INTERNATIONAL INC.		08 January, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
LORNA IRWIN	Chief Financial Officer	