

FORM D

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

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FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION
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.)

Series F Preferred Unit Financing

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

RECEIVED
PROCESSED
FEB 17 2004
SECTION 4(6)

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.)

Meaningful Machines, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) 1450 Broadway, 40th Floor, New York, New York 10018	Telephone Number (Including Area Code) 212-716-0070
--	--

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

Develop translation technologies.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year 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)

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.

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.

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)

Eli Abir

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

c/o Meaningful Machines LLC, 1450 Broadway, 40th Floor, New York, New York 10018

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

Full Name (Last name first, if individual)

David Miller

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

c/o Meaningful Machines LLC, 1450 Broadway, 40th Floor, New York, New York 10018

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

Full Name (Last name first, if individual)

Steven Klein

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

c/o Meaningful Machines LLC, 1450 Broadway, 40th Floor, New York, New York 10018

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

Full Name (Last name first, if individual)

Kenneth Greif

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

Meaningful Machines LLC, 1450 Broadway, 40th Floor, New York, New York 10018

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

Full Name (Last name first, if individual)

Apple Core Ventures II, LLC

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

c/o David Miller, Meaningful Machines LLC, 1450 Broadway, 40th Floor, New York, New York 10018

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)

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)

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)

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)

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)

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)

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

B. INFORMATION ABOUT OFFERING

- | | | | | | | | | | |
|---|---|-----|----|--------------------------|-------------------------------------|-----|----|-------------------------------------|--------------------------|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?</p> <p align="center"><i>Answer also in Appendix, Column 2, if filing under ULOE.</i></p> <p>2. What is the minimum investment that will be accepted from any individual?</p> <p>3. Does the offering permit joint ownership of a single unit?</p> <p>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.</p> | <table border="0" style="width: 100%;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table> <p style="text-align: center;">\$ _____ n/a</p> <table border="0" style="width: 100%;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | Yes | No | <input type="checkbox"/> | <input checked="" type="checkbox"/> | Yes | No | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| Yes | No | | | | | | | | |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | | | | | | | | |
| Yes | No | | | | | | | | |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | | | | | | | | |

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 individuals 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) _____

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 individuals 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) _____

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 individuals 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 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.....	\$ 7,000,000.00	\$ 6,150,000.00
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify ___)	\$ 0	\$ 0
Total	\$ 7,000,000.00	\$ 6,150,000.00

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 Purchase
Accredited investors.....	13	\$ 6,150,000.00
Non-accredited Investors.....	0	\$ 0
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 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 type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input checked="" type="checkbox"/>	\$ 40,000.00
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"/>	\$ 40,000.00

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.

Issuer (Print or Type) Meaningful Machines, LLC	Signature 	Date February 12, 2003
Name of Signer (Print or Type) David Miller	Title of Signer (Print or Type) President	

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

1	2		3	4				5	
State	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C - Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C - Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NH									
NJ			Series F Preferred Unit \$7,000,000	7	\$5,625,000	0	0		X
NM									
NY			Series F Preferred Unit \$7,000,000	6	\$525,000	0	0		X
NC									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WI									
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Meaningful Machines, LLC a limited liability company organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

 David Miller
 (Name)

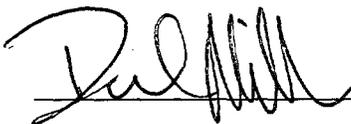
 1450 Broadway, 40th Floor, New York, New York 10018
 (Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

- | | | | |
|-------------------|--|----------------------------|--|
| _____ ALABAMA | Secretary of State. | _____ DISTRICT OF COLUMBIA | Public Service Commission. |
| _____ ALASKA | Administrator of the Division of Banking and Corporation, Department of Commerce and Economic Development. | _____ FLORIDA | Department of Banking and Finance. |
| _____ ARIZONA | Corporation Commission. | _____ GEORGIA | Commissioner of Securities. |
| _____ ARKANSAS | Securities Commissioner. | _____ GUAM | Administrator, Department of Revenue and Taxation. |
| _____ CALIFORNIA | Commissioner of Corporations. | _____ HAWAII | Commissioner of Securities. |
| _____ COLORADO | Securities Commissioner. | _____ IDAHO | Director, Department of Finance. |
| _____ CONNECTICUT | Banking Commissioner. | _____ ILLINOIS | Secretary of State. |
| _____ DELAWARE | Securities Commissioner. | _____ INDIANA | Secretary of State. |
| | | _____ IOWA | Commissioner of Insurance. |

<u> </u> KANSAS	Secretary of State.	<u> </u> OHIO	Secretary of State.
<u> </u> KENTUCKY	Commissioner of Department of Financial Institutions.	<u> </u> OREGON	Director, Department of Consumer and Business Services.
<u> </u> LOUISIANA	Commissioner of Securities.	<u> </u> OKLAHOMA	Securities Administrator.
<u> </u> MAINE	Securities Administrator.	***PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
<u> </u> MARYLAND	Commissioner of the Division of Securities.	<u> </u> PUERTO RICO	Commissioner of Financial Institutions.
<u> </u> MASSACHUSETTS	Secretary of State.	<u> </u> RHODE ISLAND	Director of Business Regulation.
<u> </u> MICHIGAN	Commissioner, Office of Financial and Insurance Services.	<u> </u> SOUTH CAROLINA	Attorney General.
<u> </u> MINNESOTA	Commissioner of Commerce.	<u> </u> SOUTH DAKOTA	Director of the Division of Securities.
<u> </u> MISSISSIPPI	Secretary of State.	<u> </u> TENNESSEE	Commissioner of Commerce and Insurance.
<u> </u> MISSOURI	Securities Commissioner.	<u> </u> TEXAS	Securities Commissioner.
<u> </u> MONTANA	State Auditor and Commissioner of Securities.	<u> </u> UTAH	Director, Division of Securities.
<u> </u> NEBRASKA	Director of Banking and Finance.	<u> </u> VERMONT	Commissioner of Banking, Insurance and Health Care Administration.
<u> </u> NEVADA	Administrator of the Securities Division.	<u> </u> VIRGINIA	Clerk, State Corporation Commission.
<u> </u> NEW HAMPSHIRE	Secretary of State.	<u> </u> WASHINGTON	Director of the Department of Financial Institutions.
<u> X </u> NEW JERSEY	Chief, Securities Bureau.	<u> </u> WEST VIRGINIA	Commissioner of Securities.
<u> </u> NEW MEXICO	Director, Securities Division.	<u> </u> WISCONSIN	Commissioner of Securities.
<u> </u> NEW YORK	Secretary of State.	<u> </u> WYOMING	Secretary of State.
<u> </u> NORTH CAROLINA	Secretary of State.		
<u> </u> NORTH DAKOTA	Securities Commissioner.		

Dated this _____ day of February, 2004.



By David Miller

President
Title

(SEAL)

CORPORATE ACKNOWLEDGMENT

State of New York }
County of New York } ss.

On this _____ day of _____, 20 _____ before me, _____, Notary Public,
personally appeared _____, personally known to me (or proved to me on
the basis of satisfactory evidence), and he/she acknowledges to be the _____ of the above named corporation
and acknowledged that he/she, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by
signing the name of the corporation by himself/herself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oaths

My Commission Expires: _____

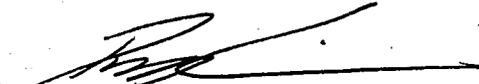
(SEAL)

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of NY }
County of NY } ss.

On this 12th day of February, 20 07, before me, Roger Kim, the undersigned
officer, personally appeared David Miller to me personally known and known to
me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the use and
purpose therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Notary Public/Commissioner of Oaths

My Commission Expires _____

(SEAL)

