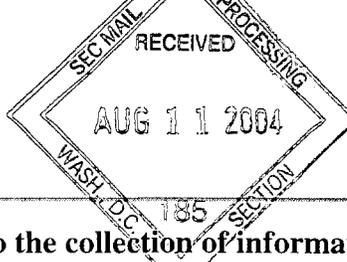


1300486



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

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



04040160

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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)

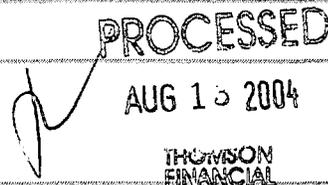
Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Vision Chain, Inc.



Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)

2121 K Street, NW, Suite 800, Washington, DC 20037

(202) 261-6567

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

Telephone Number (Including Area Code)

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



**Software development and sales.**

Brief Description of Business

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:      [05]      [2000]       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]

**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       Beneficial       Executive       Director       General and/or  
Apply:                                      Owner                                      Officer                                      Partner

**Dolley, Shawn**

Full Name (Last name first, if individual)

**C/O Vision Chain, Inc., 2121 K Street, NW, Suite 800, Washington, DC 20037**

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

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

**Wilding, Peter**

Full Name (Last name first, if individual)

**C/O Vision Chain, Inc., 2121 K Street, NW, Suite 800, Washington, DC 20037**

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

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

Partner

**Hughes, Scott**

Full Name (Last name first, if individual)

**C/O Vision Chain, Inc., 2121 K Street, NW, Suite 800, Washington, DC 20037**

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

**Biddle, A.G.W., III**

Full Name (Last name first, if individual)

**C/O Novak Biddle Venture Partners III, L.P., 7501 Wisconsin Avenue, East Tower, Suite 1380, Bethesda, MD 20814**

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

**Bronner, Phillip**

Full Name (Last name first, if individual)

**C/O Novak Biddle Venture Partners III, L.P., 7501 Wisconsin Avenue, East Tower, Suite 1380, Bethesda, MD 20814**

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

**Novak Biddle Venture Partners III, L.P.**

Full Name (Last name first, if individual)

**7501 Wisconsin Avenue, East Tower, Suite 1380, Bethesda, MD 20814**

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

**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?..... **\$3,000,000**

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.

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]

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 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 .....	<b>\$3,000,000</b>	<b>\$3,000,000</b>
[ ] Common    [X] Preferred		
Convertible Securities (including warrants) .....	<b>\$1,000,000</b>	<b>\$0</b>
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	<b>\$4,000,000</b>	<b>\$3,000,000</b>

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 .....	<b>1</b>	<b>\$3,000,000</b>
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.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____



Total Payments Listed (column totals added) .....

\$3,942,000

**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.

**Vision Chain, Inc.**

Issuer (Print or Type)	Signature 	Date
<b>Shawn Dolley</b>	<b>President and CEO</b>	8/10/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	

**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  
[ ] [X]

See Appendix, Column 5, for state response.

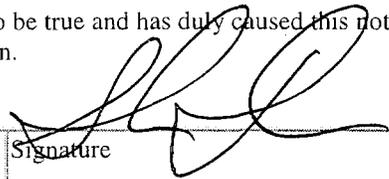
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

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.

**Vision Chain, Inc.**

Issuer (Print or Type)	Signature 	Date
<b>Shawn Dolley</b>	<b>President and CEO</b>	8-10-04
Name of Signer (Print or Type)	Title (Print or Type)	

*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	
	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
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			<b>Preferred Stock and Warrant to purchase Preferred Stock</b>	1	<b>3,000,000</b>				
			<b>\$4,000,000</b>						
WA									
WV									
WI									
WY									
PR									