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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.

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response.. . 1



04044746

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

839554

PROCESSED

OCT 14 2004

THOMSON FINANCIAL

FORM D

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

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.)

THE TENSAR CORPORATION (DELAWARE) COMMON STOCK AND CLASS A-2 PREFERRED STOCK ACQUISITION TRANSACTION

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

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

The Tensar Corporation ("Tensar")

404-250-1290



Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

A. BASIC IDENTIFICATION DATA

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

Brief Description of Business
The Tensar Corporation is a full-service provider of specialty products and engineering services.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year
[1] [2] [0] [0] [X] Actual [] Estimated
tion: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [D][E]

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: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Egan, Philip D.

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

The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

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

Full Name (Last name first, if individual)

Spear, Katherine L.

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

The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

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

Full Name (Last name first, if individual)

Briggs, Robert F.

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

The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

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

Full Name (Last name first, if individual)

Hamilton, Chuck

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

The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

A. BASIC IDENTIFICATION DATA

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

Full Name (Last name first, if individual)
Lipshutz, Howard

Business or Residence Address (Number and Street, City, State, Zip Code)
The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

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

Full Name (Last name first, if individual)
Martin, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

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

Full Name (Last name first, if individual)
Lane, Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)
The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

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

Full Name (Last name first, if individual)
Chong, F.T.

Business or Residence Address (Number and Street, City, State, Zip Code)
The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

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

Full Name (Last name first, if individual)
Torres, Guillermo

Business or Residence Address (Number and Street, City, State, Zip Code)
The Tensar Corporation (Delaware), 5883 Glenridge Drive, Suite 200, Atlanta, GA 30328

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

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

Full Name (Last name first, if individual)
KRG Capital Fund I, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
1515 Arapahoe Street, Suite 1500, Denver, CO 80202

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

Full Name (Last name first, if individual)

AIG Private Equity Portfolio, L.P.
AIG Horizon Partners Fund, L.P.
AIG Horizon Side-By-Side Fund, L.P.
AIG Highstar Capital, L.P.
AIG Private Equity (Bermuda) Ltd.
New Hampshire Insurance Company

Business or Residence Address (Number and Street, City, State, Zip Code)
599 Lexington Avenue, 25th Floor, New York, NY 10022

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?..... \$ NONE

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. NONE

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]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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. 1/

Type of Security	Offering Price	Value of Stock Acquired
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity: Total 710,950 Units issued, as follows: <u>2/</u>.....	\$14,934,215.70	\$14,934,215.70
<input checked="" type="checkbox"/> 710,950 shares of Common Stock, par value \$0.01 per share, with current market value of \$4.51 per share ("Common Stock") (\$3,206,384.50)		
<input checked="" type="checkbox"/> 710,950 shares of Class A-2 Preferred Stock, par value \$0.01 per share, with issue price of \$16.496 per share ("Class A-2 Preferred") (\$11,727,831.20)		
*		
Convertible Securities:	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other	\$ <u>0</u>	\$ <u>0</u>
(Specify _____).		
Total	\$14,934,215.70	\$14,934,215.70

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 of Investors	Dollar Value of Stock Issued (rounded)
Accredited Investors	<u>19</u>	<u>\$14,934,215.70</u>
Non-accredited Investors	<u>0</u>	<u>\$ 0</u>
Total (for filings under Rule 504 only)	<u>0</u>	<u>\$ 0</u>

Answer also in Appendix, Column 4, if filing under ULOE.

1/ Common Stock and Class A Preferred shares (collectively, "Stock") were issued in the form of Units. Each "Unit" includes one share of Common Stock and one share of Class A-2 Preferred.

2/ In partial consideration for the acquisition of, and in exchange for, all of the issued and outstanding shares of common stock, no par value, of North American Green, Inc., an Indiana corporation ("NAG"), in the aggregate sale price of \$42,340,392.21, Tensar issued shares of its Stock to one of the three stockholders of NAG shares of common stock, and to existing Tensar shareholders pursuant to certain preemptive rights.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

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	N/A	N/A
<u>Regulation A</u>	N/A	N/A
Rule 504	N/A	N/A
Total	N/A	N/A

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"/>	\$ <u>0</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>375,000</u>
Accounting Fees	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify)	<input type="checkbox"/>	\$ <u>0</u>
Total	<input checked="" type="checkbox"/>	\$ <u>375,000</u>

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."
.....

No proceeds in a stock-for-stock exchange.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

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	Consideration To Others
Salaries and fees.....	[] \$ <u> o </u>	[] \$ <u> o </u>
Purchase of real estate	[] \$ <u> o </u>	[] \$ <u> o </u>
Purchase, rental or leasing and installation of machinery and equipment	[] \$ <u> o </u>	[] \$ <u> o </u>
Construction or leasing of plant buildings and facilities	[] \$ <u> o </u>	[] \$ <u> o </u>
Acquisition of another corporation, includes the value of issuer's Stock issued in exchange for issued and outstanding shares of capital stock of another corporation	[] \$ <u> o </u>	[X] \$ <u>14,934,215.70</u>
Repayment of indebtedness	[] \$ <u> o </u>	[] \$ <u> o </u>
Working capital.....	[] \$ <u> o </u>	[] \$ <u> o </u>
Other (specify):	[] \$ <u> o </u>	[] \$ <u> o </u>
Column Totals.....	[] \$ <u> o </u>	[X] \$ <u>14,934,215.70</u>
Total Payments Listed (column totals added).....		[X] \$ <u>14,934,215.70</u>

