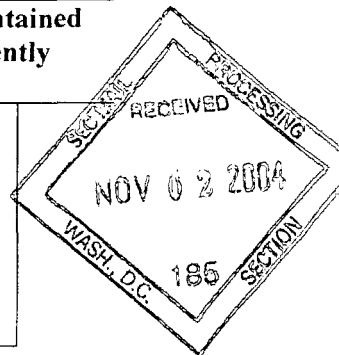


SEC 1972
(6/02)

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 loss of the federal exemption. Conversely, failure to file the appropriate federal 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.



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

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2005	
Estimated average burden hours per response... 16.00	

FORM D

PROCESSED
NOV 05 2004

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

IPEC Holdings, Inc. Warrants

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.)

IPEC Holdings, Inc.

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

Northgate Industrial Park, 185 Northgate Circle, New Castle, PA 16105 (800) 377-4732

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

Brief Description of Business

Manufacture of tamper evident plastic closures and the design and fabrication of capping equipment

Handwritten signature

Northgate Industrial Park, 185 Northgate Circle, New Castle, PA 16105

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

Full Name (Last name first, if individual)

Long, Charles J., Jr.

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

Northgate Industrial Park, 185 Northgate Circle, New Castle, PA 16105

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

Full Name (Last name first, if individual)

Martin, Jay A.

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

Northgate Industrial Park, 185 Northgate Circle, New Castle, PA 16105

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

Full Name (Last name first, if individual)

Fabry, Shawn C.

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

Northgate Industrial Park, 185 Northgate Circle, New Castle, PA 16105

Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner
apply: and Manager

Full Name (Last name first, if individual)

Grata, Mel

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

2757 E. State Street, Hermitage, PA 16148

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

Full Name (Last name first, if individual)

Franty, Donald L.

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

455 Valleybrook Road, Suite 200, McMurray, PA 15317

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

Full Name (Last name first, if individual)

Massarro, Terry L.

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

2599 Wilmington Road, New Castle, PA 16105

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

Full Name (Last name first, if individual)

Prischak, Joseph J.

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

2425 West 23rd Street, Erie, PA 16506

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

Full Name (Last name first, if individual)

Giordano, Thomas J.

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

14 Club Drive, New Castle, PA 16105

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? \$2.75*¹

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.

Not Applicable

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) 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 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.)

*1 Represents the per share exercise price of warrants to purchase 100,000 shares of the issuer's common stock.

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	\$ 275,000 ^{*2}	\$ -0-
☒ Common ☐ Preferred		
Convertible Securities (including warrants)	\$ -0- ^{*3}	\$ -0- ^{*3}
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 275,000 ^{*2}	\$ -0- ^{*3}

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who 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	\$ -0- ^{*3}
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	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

^{*2} Represents the aggregate exercise price of warrants to purchase 100,000 shares of the issuer's common stock.

^{*3} The warrants, none of which have been exercised as of the date hereof, were issued as compensation under a services agreement.

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

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	☐	\$	
Printing and Engraving Costs	☐	\$	
Legal Fees	☒	\$	3,000
Accounting Fees	☐	\$	
Engineering Fees	☐	\$	
Sales Commissions (specify finders' fees separately)	☐	\$	
Other Expenses (identify)	☐	\$	
Total	☒	\$	3,000

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.”

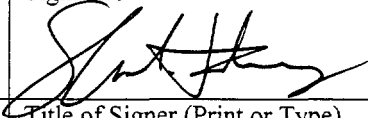
\$ 272,000

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 (Legal fees for acquisition).....	[]	\$ _____	[]	\$ _____
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	[]	\$ _____	[x]	\$ 272,000
Other (specify): _____ _____ _____	[]	\$ _____	[]	\$ _____
Column Totals	[]	\$ _____	[x]	\$ 272,000
Total Payments Listed (column totals added)		[x] \$		272,000

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) IPEC HOLDINGS, INC.	Signature 	Date 10/29/04
Name of Signer (Print or Type) Shawn C. Fabry	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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