

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

OMB APPROVAL OMB Number: Expires: Estimated average burden hours per response SEC USE ONLY Prefix Serial DATE RECEIVED

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

Series B-1 Preferred Units

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

Type of Filing: 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.)

Meriton Networks Inc.

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

3026 Solandt Road, Ottawa, Ontario K2K 2A5

Telephone Number (Including Area Code)

(613) 270 9279

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices) N/A

Telephone Number (Including Area Code)

Brief Description of Business:

Developing and marketing wavelength networking for optical switches

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 04 Year 00 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: 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. Information Required: A new filing must contain all information requested. 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.

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.

**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)

**Gassewitz, Michael President and Chief Operating Officer**

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

**3026 Solandt Road, Ottawa, Ontario K2K 2A5**

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

Full Name (Last name first, if individual)

**Webster, Robert Secretary and Chief Financial Officer**

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

**3026 Solandt Road, Ottawa, Ontario K2K 2A5**

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

Full Name (Last name first, if individual)

**Haw, Claude**

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

**3026 Solandt Road, Ottawa, Ontario K2K 2A5**

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

Full Name (Last name first, if individual)

**Pascoe, Michael**

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

**3026 Solandt Road, Ottawa, Ontario K2K 2A5**

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

Full Name (Last name first, if individual)

**Wigglesworth, Ken**

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

**3026 Solandt Road, Ottawa, Ontario K2K 2A5**

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

Full Name (Last name first, if individual)

**Janoska, Mark**

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

**3026 Solandt Road, Ottawa, Ontario K2K 2A5**

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

Full Name (Last name first, if individual)

**Bissinger, Jacques**

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

**5 Maley Lane, Kanata, Ontario K2W 1A3**

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

Full Name (Last name first, if individual)

**Woronzuk, John**

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

**55 McLeod Street, Ottawa, Ontario K2P 0Z5**

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

Full Name (Last name first, if individual)

**Primaxis Technology Ventures Inc.**

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

**1 Richmond St. W., 8<sup>th</sup> Floor, Toronto, Ontario M5H 3W4**

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

Full Name (Last name first, if individual)

**Newbury Ventures III, LP**

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

**c/o Eagle One Ventures, 350 Terry Fox Drive, Suite 350, Kanata, Ontario K2K 2W5**

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

Full Name (Last name first, if individual)

**RBC Capital Partners (Telecommunications Fund), a division of Royal Bank of Canada**

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

**Royal Bank Plaza, North Tower, 200 Bay Street, 4<sup>th</sup> Floor, Toronto, Ontario M5J 2W7**

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

Full Name (Last name first, if individual)

**Sierra Ventures VII, L.P.**

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

**3000 Sand Hill Road, Building 4, Suite 210, Menlo Park, CA 94025**

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

Full Name (Last name first, if individual)

**The VenGrowth II Investment Fund Inc.**

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

**c/o VenGrowth Capital Management, Inc., 411 Legget Drive, Suite 705, Kanata, Ontario K2K 3C9**

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

Full Name (Last name first, if individual)

**Biggs, Weston**

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

**108 Manion Road, Carp, Ontario K0A 1L0**

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

Full Name (Last name first, if individual)

**Desjardins Venture Capital, L.P., formerly known as ID, Limited Partnership**

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

**2 Complexe Desjardins, Suite 1727, Montreal, Quebec H5B 1B8 Canada**

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

**B. INFORMATION ABOUT OFFERING**

- |   |                                     |                                     |
|---|-------------------------------------|-------------------------------------|
|   | <b>Yes</b>                          | <b>No</b>                           |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE.  |                                     |                                     |
| 2. What is the minimum investment that will be accepted from any individual? .....  | \$N/A                               |                                     |
|   | <b>Yes</b>                          | <b>No</b>                           |
| 3. Does the offering permit joint ownership of a single unit? .....   | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| 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)  
 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]

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:.....		
<input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ _____	\$ _____
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Series B-1 Units consisting of secured promissory notes and Series B-1 preferred stock and warrants)	\$ <b>2,400,000.00</b>	\$ <b>262,000.00</b>
Total.....	\$ <b>2,400,000.00</b>	\$ <b>262,000.00</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>262,000.00</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, 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"/>	\$	<u>50,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$	_____
Engineering Fees .....	<input type="checkbox"/>	\$	_____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$	_____
Other Expenses (identify) <b>blue sky fees, Canadian filing fees</b> .....	<input checked="" type="checkbox"/>	\$	<u>500</u>
Total .....	<input checked="" type="checkbox"/>	\$	<u>50,500</u>

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

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."

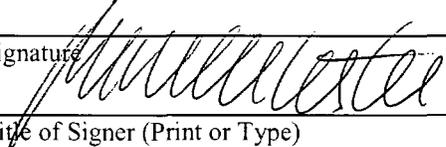
\$ 2,349,500.00

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 .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>2,349,500.00</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>2,349,500.00</u>
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$ _____	<u>2,349,500.00</u>

**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) <b>Meriton Networks Inc.</b>	Signature 	Date <u>12/22/04</u>
Name of Signer (Print or Type) <b>Robert Webster</b>	Title of Signer (Print or Type) <b>Chief Financial Officer</b>	

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