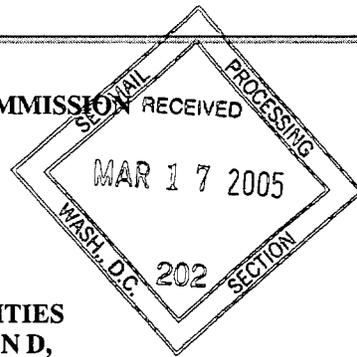


1226850

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



05047657

hours per response... 1

FORM D

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.)

**422 Incorporated Series C Preferred Stock Financing**

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

Type of Filing:  New Filing    Amendment

**A. BASIC IDENTIFICATION DATA**

I. Enter the information requested about the issuer

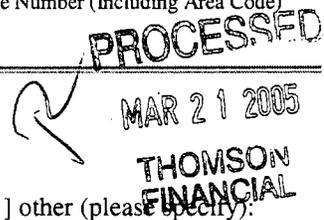
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

**422 Incorporated**

Address of Executive Offices (Number and Street, City, State, Zip Code)      Telephone Number (Including Area Code)  
**126 Seaview Avenue, Palm Beach, FL 33480**      **561-452-0801**

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  
**Directory assistance service for U.S. wireless carrier customers.**



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:      [8] [01]      [x] 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**

**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.

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

Full Name (Last name first, if individual)

**Leo Capital Holdings, LLC**

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

**1101 Skokie Blvd, Northbrook, IL 60062**

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

Full Name (Last name first, if individual)

**Draper Fisher Jurvetson Fund VII, L.P.**

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

**400 Seaport Court #250, Redwood City, CA 94603**

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

Full Name (Last name first, if individual)

**Draper Fisher Gotham Venture Fund, L.P.**

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

**132 W. 31<sup>st</sup> Street, Suite 1102, New York, New York 1001**

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

Full Name (Last name first, if individual)

**Motorola, Inc.**

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

**1303 E. Algonquin Road, Schamburg, IL 60196**

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

Full Name (Last name first, if individual)

**Becker, Clay**

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

**c/o 422 Incorporated, 126 Seaview Avenue, Palm Beach, FL 33480**

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

**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 Officer  Director  General and/or  
Apply: Owner Managing  
Partner

Full Name (Last name first, if individual)

**Becker, Olivia**

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

**c/o 422 Incorporated, 126 Seaview Avenue, Palm Beach, FL 33480**

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

Full Name (Last name first, if individual)

**Becker, Dean**

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

**c/o 422 Incorporated, 126 Seaview Avenue, Palm Beach, FL 33480**

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

Full Name (Last name first, if individual)

**Gordon, Robert**

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

**4630 Montgomery Ave., Suite 300, Bethesda, MD 20814**

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

Full Name (Last name first, if individual)

**Packard, Warren**

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

**c/o 422 Incorporated, 126 Seaview Avenue, Palm Beach, FL 33480**

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

Full Name (Last name first, if individual)

**Goldstein, Ross**

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

**c/o 422 Incorporated, 126 Seaview Avenue, Palm Beach, FL 33480**

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

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

Full Name (Last name first, if individual)

**Mooney, James**

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

**c/o 422 Incorporated, 126 Seaview Avenue, Palm Beach, FL 33480**

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

Full Name (Last name first, if individual)

**Horowitz, Edward**

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

**c/o 422 Incorporated, 126 Seaview Avenue, Palm Beach, FL 33480**

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

Full Name (Last name first, if individual)

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

Full Name (Last name first, if individual)

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

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.)**

**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?..... \$ n/a

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)

**Not applicable**

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]

**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>\$ 2,875,000.00</b>	<b>\$ 2,875,000.00</b>
[ ] Common [x] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
<b>Total .....</b>	<b>\$ 2,875,000.00</b>	<b>\$ 2,875,000.00</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 .....	<u>6</u>	<b>\$ 2,875,000.00</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, 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 .....	<u>N/A</u>	\$ _____
<u>Regulation A</u> .....	<u>N/A</u>	\$ _____
Rule 504 .....	<u>N/A</u>	\$ _____
Total .....		\$ <b>0</b>

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 .....	[x]	\$ <b>40,000.00</b>
Accounting Fees .....	[ ]	\$ _____
Engineering Fees .....	[ ]	\$ _____
Sales Commissions (specify finders' fees separately)	[ ]	\$ _____
Other Expenses (identify)	[ ]	\$ _____
<b>Total .....</b>	[x]	\$ <b>40,000.00</b>

**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) 422 Incorporated	Signature 	Date March 7, 2005
Name (Print or Type) Robert Gordon	Title (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.