

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.

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THOMSON FINANCIAL

FORM D

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



05050373

**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.)

Cloverleaf Communications Inc. - Offering of Series C Preferred Stock

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.)

Cloverleaf Communications Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
2 Willow Street, Southborough, MA 01745 (508) 624-9500

A. BASIC IDENTIFICATION DATA

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

Full Name (Last name first, if individual)
Weiss, Avi

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
Finkenberg, Mordechai

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
Amitai, Haim

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
Christensen, Brenda

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
Jeffrey, David

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
Shalev, Eddy

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
Klein, Yoseph

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

A. BASIC IDENTIFICATION DATA

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)
Genesis Partners II LDC

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
BancBoston Investments Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
Lardosa Investments B.V.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

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

Full Name (Last name first, if individual)
Yavor, Elic

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cloverleaf Communications Inc., 2 Willow Street, Southborough, MA 01745

(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

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

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. N/A

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) None 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) None 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

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 Estimated	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity	\$ 0	\$ 0
<input checked="" type="checkbox"/> Common Stock issuable upon conversion of shares of Series C Preferred Stock	\$ 0	\$ 0
<input checked="" type="checkbox"/> Preferred Stock, the shares of Series C Preferred Stock issued in this offering		
Convertible Securities: issuance and sale of up to 14,000,000 shares of Series C Preferred Stock, par value U.S. \$0.001 per share, at a purchase price of U.S. \$1.00 per share (collectively, "Preferred C Shares")	US\$14,000,000	US\$11,000,000
Partnership Interests	\$ 0	\$ 0
Other:	\$ 0	\$ 0
Total	US\$14,000,000	US\$11,000,000

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	Aggregate Dollar Amount of Securities Sold
Accredited Investors/.....	6	US\$11,000,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

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

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	<u>0</u>	<u>0</u>
<u>Regulation A</u>	<u>0</u>	<u>0</u>
Rule 504	<u>0</u>	<u>0</u>
Total	<u>0</u>	<u>0</u>

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>US\$ 107,000</u>
Accounting Fees	<input type="checkbox"/>	<u>\$ 0</u>
Engineering Fees	<input type="checkbox"/>	<u>\$ 0</u>
Sales Commissions	<input type="checkbox"/>	<u>\$ 0</u>
Other Expenses (identify)	<input type="checkbox"/>	<u>\$ 0</u>
Total	<input checked="" type="checkbox"/>	<u>US\$ 107,000</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."

US\$ 13,893,000

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

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	[] \$ <u>0</u>	[] \$ <u>0</u>
Purchase of real estate	[] \$ <u>0</u>	[] \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[] \$ <u>0</u>	[] \$ <u>0</u>
Construction or leasing of plant buildings and facilities	[] \$ <u>0</u>	[] \$ <u>0</u>
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)	[] \$ <u>0</u>	[] \$ <u>0</u>
Repayment of indebtedness	[] \$ <u>0</u>	[] \$ <u>0</u>
Working capital	[] <u>0</u>	[X] <u>US\$ 13,893,000...</u>
Other (specify)	[] \$ <u>0</u>	[] \$ <u>0</u>
Column Totals	[] <u>0</u>	[X] <u>US\$ 13,893,000</u>
 Total Payments Listed (column totals added)		 <u>US\$ 13,893,000</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) Cloverleaf Communications Inc.	Signature <i>Avi Weiss</i>	Date April 18, 2005
Name of Signer (Print or Type) Avi Weiss	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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