

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6) AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB NUMBER: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response.....16.00



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Name of Offering () check if this is an amendment and name has changed, and indicate change. Series B Follow-on Financing and Warrants to Purchase Series B Preferred Stock 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

1. Enter the information requested about the issuer Name of Issuer () Check if this is an amendment and name has changed, and indicate change. Redline Communications Holdings, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (including Area Code) Address of Principal Business Operations (if different from Executive Offices) Telephone Number (including Area Code)

Brief Description of Business The issuer is a holding company for an entity that designs, manufactures, distributes and supports broadband wireless access systems and engages in other related activities.

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 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. 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. 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 state 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.

SEC MAIL RECEIVED PROCESSING JUN 15 2006 WASH. D.C. 213 SECTION

PROCESSED JUN 21 2006 THOMSON FINANCIAL

Handwritten signature

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)

Sifri, Majed

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

c/o Redline Communications Holdings, Inc., 101 Federal Street, Boston, MA 02110

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

Full Name (Last name first, if individual)

Hearne, Thomas

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

c/o Redline Communications Holdings, Inc., 101 Federal Street, Boston, MA 02110

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

Full Name (Last name first, if individual)

Stevenson Family Investment Limited Partnership

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

6 Fayerweather Street, Cambridge, MA 02138

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

Full Name (Last name first, if individual)

Legion Investments, Ltd.

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

P.O. Box 158, BNP House, Anley Street, St. Heller, Jersey, Channel Islands

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

Full Name (Last name first, if individual)

Côté, Marcel

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

3470 Durocher, Apt. 506, Montreal, Quebec, Canada H2X 2E1

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

Full Name (Last name first, if individual)

Positron Investment Corporation

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

5101 Buchan Street, Montreal, Quebec, Canada H3W 2H9

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

Full Name (Last name first, if individual)

Matrix Partners VII, L.P.

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

4500 – 1000 Winter Street, Waltham, MA 02451

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

Full Name (Last name first, if individual)

Weston & Co. VII LLC

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

4500 – 1000 Winter Street, Waltham, MA 02451

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

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

Full Name (Last name first, if individual)

US Venture Partners VIII L.P.

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

2735 Sand Hill Road, 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)

USVP VIII Affiliates Fund, L.P.

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

2735 Sand Hill Road, 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)

USVP Entrepreneur Partners VIII-A, L.P.

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

2735 Sand Hill Road, 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)

USVP Entrepreneur Partners VIII-B, L.P.

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

2735 Sand Hill Road, 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)

GF Private Equity, LLC

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

14933 Highway 172, Ignacio, CO 81137

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

Full Name (Last name first, if individual)

Redline Communications Holdings BVI

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

P.O. Box 38077, Dubai, United Arab Emirates

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

Full Name (Last name first, if individual)

de Gaspé Beaubien III, Philippe

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

c/o Telemedia Corporation, 1 Place Ville Marie, Bureau 333, Montreal, Quebec, Canada H3B 2N2

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

Full Name (Last name first, if individual)

4130952 Canada Ltd.

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

c/o Telemedia Corporation, 1 Place Ville Marie, Bureau 333, Montreal, Quebec, Canada H3B 2N2

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

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

Full Name (Last name first, if individual)

Telemidia Ventures Inc.

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

c/o Telemidia Corporation, 1 Place Ville Marie, Bureau 333, Montreal, Quebec, Canada H3B 2N2

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

Full Name (Last name first, if individual)

de Gaspé Beaubien, François

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

c/o Telemidia Corporation, 1 Place Ville Marie, Bureau 333, Montreal, Quebec, Canada H3B 2N2

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

Full Name (Last name first, if individual)

Franbeau Inc.

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

c/o Telemidia Corporation, 1 Place Ville Marie, Bureau 333, Montreal, Quebec, Canada H3B 2N2

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

Full Name (Last name first, if individual)

4130961 Canada Ltd.

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

c/o Telemidia Corporation, 1 Place Ville Marie, Bureau 333, Montreal, Quebec, Canada H3B 2N2

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

Full Name (Last name first, if individual)

Moldoveanu, Mihnea

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

c/o Redline Communications Holdings, Inc., 101 Federal Street, Boston, MA 02110

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

Full Name (Last name first, if individual)

Soni, Rob

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

c/o Matrix Partners, 4500 – 1000 Winter Street, Waltham, MA 02451

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

Full Name (Last name first, if individual)

Connors, Timothy

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

c/o US Venture Partners, 2735 Sand Hill Road, 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)

Dibble, Timothy

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

c/o Alta Communications, 200 Clarendon Street, 51st Floor, Boston, MA 02116

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

Full Name (Last name first, if individual)

Vaidya, Mahesh

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

c/o GF Private Equity, 14933 Highway 172, Ignacio, CO 81137

(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.

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	\$ 0	\$ 0
Equity	\$ 470,674	\$470,674
Series B Convertible Preferred Stock <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) .Warrant to purchase Series B Preferred Stock	\$ 500,500	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 971,174	\$ 470,674

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	1	\$470,674
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	N/A	\$ N/A

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	N/A	\$ N/A
Regulation A	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"/>	\$ N/A
Printing and Engraving Costs	<input type="checkbox"/>	\$ N/A
Legal Fees	<input checked="" type="checkbox"/>	\$ 30,000
Accounting Fees	<input type="checkbox"/>	\$ N/A
Engineering Fees	<input type="checkbox"/>	\$ N/A
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ N/A
Other Expenses (identify) _____	<input type="checkbox"/>	\$ N/A
Total	<input checked="" type="checkbox"/>	\$ 30,000

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." \$941,174

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"/> \$ <u>N/A</u>	<input type="checkbox"/> \$ <u>N/A</u>
Purchase of real estate	<input type="checkbox"/> \$ <u>N/A</u>	<input type="checkbox"/> \$ <u>N/A</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ <u>N/A</u>	<input type="checkbox"/> \$ <u>N/A</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ <u>N/A</u>	<input type="checkbox"/> \$ <u>N/A</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).....	<input type="checkbox"/> \$ <u>N/A</u>	<input type="checkbox"/> \$ <u>N/A</u>
Repayment of indebtedness	<input type="checkbox"/> \$ <u>N/A</u>	<input type="checkbox"/> \$ <u>N/A</u>
Working Capital	<input type="checkbox"/> \$ <u>N/A</u>	<input checked="" type="checkbox"/> \$ <u>941,174</u>
Other (specify):	<input type="checkbox"/> \$ <u>N/A</u>	<input type="checkbox"/> \$ <u>N/A</u>
.....	<input type="checkbox"/> \$ <u>N/A</u>	<input type="checkbox"/> \$ <u>N/A</u>
Column Totals	<input type="checkbox"/> \$ <u>N/A</u>	<input checked="" type="checkbox"/> \$ <u>941,174</u>
 Total Payments Listed (Column totals added)		<input checked="" type="checkbox"/> \$ <u>941,174</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) Redline Communications Holdings, Inc.	Signature 	Date June 9, 2006
Name of Signer (Print or Type) Thomas Hearne	Title of Signer (Print or Type) Secretary and Chief Financial Officer	

ATTENTION

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