FORM D

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
NIFORM LIMITED OFFERING EXEMPTION

OMRA	.PPROVAI	

OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per form......1

SEC U	SE ONLY
Prefix	Serial
DATE R	RECEIVED

Name of Offering (L) check if this is an a	mendment and name has changed	l, and ind	icate change.)	\cup	ノンシン	
Series H Preferred Stock and Warrant Fin	ancing			0/	10013)
Filing Under (Check box(es) that apply):	☐ Rule 504		Rule 505	Rule 506	☐ Section 4(6) ULOE
Type of Filing:	[] Nev	v Filing	×	Amendment	
	A. BASIC	IDENT	IFICATION DAT	ГА	H	
I. Enter the information requested about	ut the issuer					
Name of Issuer (check if this is an am-	endment and name has changed, a	nd indica	ate change.)			
Metabolex, Inc.						02016206
Address of Executive Offices	(Number and Stre	et, City, S	State, Zip Code)	Telephone Number	(Including Area	cour,
3876 Bay Center Place, Hayward, CA 943	545			(510) 293-8800		
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State,	Zip Code)	PROCES	Area of Area	Code)
Brief Description of Business Biotechnology				FEB 25	2002	
Type of Business Organization				TUOMS	ON	
区 corporation	☐ limited partnership, already	formed		ENANO	ON Ather (please s	pecify):
business trust	☐ limited partnership, to be fo	rmeđ		y 55 CC CC		
Actual or Estimated Date of Incorporation	n or Organization:	Month 10		<u>ear</u> 988 (as Transtech Cor [poration) Actual	☐ Estimated
Jurisdiction of Incorporation or Organiza	tion: (Enter two-letter U.S. Pos CN for Canada; FN for o			r State:		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 the 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 to 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.

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.

SEC 1972 (2-97) 1 of 9)



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.

Basses or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Fill Name (Last name first, if individual) Blume, John E. Ph.D. Business or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Folk Name (Last name first, if individual) Blume, John E. Ph.D. Business or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Folk Name (Last name first, if individual) Blume, John E. Ph.D. Business or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Folk Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Folk Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Folk Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Folk Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Folk Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 376 By Center Place, Hayward, CA 94545 Folk State (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3776 By Center Place, Hayward, CA 94545 Folk State (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3776 By Center Place, Hayward, CA 94545 Folk State (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3776 By Center Place, Hayward, CA 94545 Folk State (Last name first, if individual) Folk State (Last name first, if individual) Folk State (Last name first, if in	Check	☐ Promoter	■ Beneficial Owner	Executive Officer	▼ Director	☐ General and/or
Full Name (Last name first, if individual) General and/or Apply: Comparison of Cast Individual) Comparison of Cast Individual) Comparison of Cast Individual) Comparison of Residence Address (Number and Street, City, State, Zip Code) S76 Bay Center Place, Hayward, CA 94545 Comparison of Cast Individual) Blanne, John E. Ph. D. Comparison of Residence Address (Number and Street, City, State, Zip Code) S76 Bay Center Place, Hayward, CA 94545 Check Boose Promoter Beneficial Owner Bescutive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Basiness or Residence Address (Number and Street, City, State, Zip Code) S76 Bay Center Place, Hayward, CA 94545 Check Boose Promoter Beneficial Owner Beneficial O	Box(es) that	and a rosmottes	La Denotterar Owllet	Excedite Officer	in Director	
Glaze, Fhorus A. Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check How Say Center Place, Hayward, CA 94545 Full Name (Last tame first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Bows Promoter Beneficial Owner Bescutive Officer Director General and/or Managing Partner Full Name (Last tame first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Bows Promoter Beneficial Owner Bescutive Officer Director General and/or Managing Partner Full Name (Last tame first, if individual) Bagnall, Mark Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Bows Promoter Beneficial Owner Director Director General and/or Managing Partner Full Name (Last name first, if individual) Bagnall, Mark Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Ben		t name first if individual)				
Bare Camer Place, Hayward, CA 94545						
Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Ben			Street, City, State, Zip Code)			
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3876 By Center Place, Hayward, CA 94545 Ghes Roses first, if individual) Gustafson, Thorroas A., Ph.D Business or Residence Address (Number and Street, City, State, Zip Code) 3876 By Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Gustafson, Thorroas A., Ph.D Business or Residence Address (Number and Street, City, State, Zip Code) 3876 By Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3876 By Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Van Wart, Harold Business or Residence Address (Number and Street, City, State, Zip Code) 3876 By Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Van Wart, Harold Business or Residence Address (Number and Street, City, State, Zip Code) 3876 By Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Dolan, A. Barr Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Dolan, A. Barr Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last n	Box(es) that	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	
Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Gusta(Son, Thomas A., Pt. D) Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Baganall, Mark Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Van Wart, Harold Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Conter Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Van Wart, Harold Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Conter Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Luskey, Kennech Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Dolan, A. Barr Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Custer-Sax-Perfor M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 6709 Lagt Name (First, if individu		t name first, if individual)				
S876 Bay Center Place, Hayward, CA 94545						
Check Boxes Promoter Beneficial Owner Becutive Officer Director General and/or Managing Partner			Street, City, State, Zip Code)			
Gustafson, Thomas A., Ph.D Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes	Check Boxes		☐ Beneficial Owner	☒ Executive Officer	Director	
Check Boxes training and the street of the s	•					
that Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter that Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Lolan, A. Barr Business or Residence Address (Number and Street, City, State, Zip Code) Charter Venture Capital, 252 University Avenue, Suite 1500, Palo Alto, CA 94301 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Custrecasas, Pedro M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 6039 Lago Lindo, P.O Box 7311, Rancho Satte (City, State, Zip Code) 6039 Lago Lindo, P.O Box 7311, Rancho Satte (City, State, Zip Code) 6039 Lago Lindo, P.O Box 7311, Rancho Satte (City, State, Zip Code) 6039 Lago Lindo, P.O Box 7311, Rancho Satte (City, State, Zip Code) 6039 Lago Lindo, P.O Box 7311, Rancho Satte (City, State, Zip Code)			Street, City, State, Zip Code)			
Bagnall, Mark Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Van Wart, Harold Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) Charter Venture Capital, 525 University Avenue, Suite 1500, Palo Alto, CA 94301 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Cuatrecasas, Pedro M.D. Business or Residence Address (Number and Street, City, State, Zip Code) Gharter Venture Capital, 525 University Avenue, Suite 1500, Palo Alto, CA 94301 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Cuatrecasas, Pedro M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 6091 Lago Lindo, P.O. Box 7311, Rancho Santa Fe, CA 92067 Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Cuatrecasas, Pedro M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 6091 Lago Lindo, P.O. Box 7311, Rancho Santa Fe, CA 92067		☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	
3876 Bay Center Place, Hayward, CA 94545	,	t name first, if individual)				
that Apply: Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) Staff Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) Staff Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Dolan, A. Barr Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Cuatrecasas, Pedro M. D. Business or Residence Address (Number and Street, City, State, Zip Code) Goay Lago Lindo, P.O. Box 7311, Rancho Santa Fe, CA 92067 Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Check Box Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Cuatrecasas, Pedro M. D. Business or Residence Address (Number and Street, City, State, Zip Code) Goay Lago Lindo, P.O. Box 7311, Rancho Santa Fe, CA 92067		· · · · · · · · · · · · · · · · · · ·	Street, City, State, Zip Code)			
Business or Residence Address (Number and Street, City, State, Zip Code) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes		Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	
3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Dolan, A. Barr Business or Residence Address (Number and Street, City, State, Zip Code) Charter Venture Capital, 525 University Avenue, Suite 1500, Palo Alto, CA 94301 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Cuatrecasas, Pedro M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 6039 Lago Lindo, P.O.Box 7311, Rancho Santa Fe, CA 92067 Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Business or Residence Address (Number and Street, City, State, Zip Code) 6039 Lago Lindo, P.O.Box 7311, Rancho Santa Fe, CA 92067 Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Apply:	,					
That Apply: Full Name (Last name first, if individual) Luskey, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes			Street, City, State, Zip Code)			
Business or Residence Address (Number and Street, City, State, Zip Code) 3876 Bay Center Place, Hayward, CA 94545 Check Boxes		☐ Promoter	Beneficial Owner	Executive Officer	Director	
Agrical Say Center Place, Hayward, CA 94545 Check Boxes	,	· ·				
that Apply: Full Name (Last name first, if individual) Dolan, A. Barr Business or Residence Address (Number and Street, City, State, Zip Code) Charter Venture Capital, 525 University Avenue, Suite 1500, Palo Alto, CA 94301 Check Boxes	3876 Bay Cente	· ·	Street, City, State, Zip Code)			
Business or Residence Address (Number and Street, City, State, Zip Code) Charter Venture Capital, 525 University Avenue, Suite 1500, Palo Alto, CA 94301 Check Boxes Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Cuatrecasas, Pedro M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 6039 Lago Lindo, P.O.Box 7311, Rancho Santa Fe, CA 92067 Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Apply:		Promoter	☐ Beneficial Owner	☐ Executive Officer	☒ Director	
Check Boxes		t name first, if individual)				
that Apply: Full Name (Last name first, if individual) Cuatrecasas, Pedro M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 6039 Lago Lindo, P.O.Box 7311, Rancho Santa Fe, CA 92067 Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Apply:	Charter Ventur		•	94301		
Cuatrecasas, Pedro M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 6039 Lago Lindo, P.O.Box 7311, Rancho Santa Fe, CA 92067 Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Apply:		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	
Check Promoter Beneficial Owner Executive Officer Director Managing Partner Director Managing Partner						
Box(es) that Managing Partner Apply:		•				
	Box(es) that	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	➤ Director	
		st name first, if individual)				

De Bruin, Andre	_								
Business or Residence Address (Number and Street, City, State, Zip Code)									
Quidel Corporation, 10165 McKellar Court, San Diego, CA 92121									
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first	, if individual)								
Diekman, John, Ph.D.									
Business or Residence Add	lress (Number and Street, Ci	ty, State, Zip Code)							
Bay City Capital, 750 Batt	ery Street, Suite 600, San Fra	ancisco, CA 94111							
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first	, if individual)								
Olefsky, Jerrold M. M.D.									
Business or Residence Address (Number and Street, City, State, Zip Code)									
University of California, Sa	University of California, San Diego School of Medicine, 9500 Gilman Drive, La Jolla, CA 92093								
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first	, if individual)								
John Hancock Mutual Life	Insurance Co.								
Business or Residence Ado	dress (Number and Street, Ci	ty, State, Zip Code)							
John Hancock Place, P.O.	Box 111, Boston, MA 02117	7							
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first	, if individual)								
Charter Venture Capital									
Business or Residence Address (Number and Street, City, State, Zip Code)									
525 University Avenue, Suite 1500, Palo Alto, CA 94301									

B. INFORMATION ABOUT OFFERING													
1.	Has the iss	uer sold, or do	oes the issue	r intend to s				_	under ULOE		······································	/es No) <u>X</u>
2.	. What is the minimum investment that will be accepted from any individual?												
3.	Does the offering permit joint ownership of a single unit? Yes X No									3			
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	f individual)						<u> </u>				
Bus	iness or Res	idence Addre	ss (Number	and Street,	City, State,	Zip Code)							
Nan	ne of Associ	ated Broker o	r Deoler								·		<u>.</u>
1 van	ne 01 71330e1	ated Bloker o	Dealer										
		Person Lister									· · · · · · · · · · · · · · · · · · ·		5 . 11 c
(Ch [AL		tes" or check [AK]	individual S [AZ]	tates) [AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	ļHIJ	□ All States
		[IN]	[1A]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	INDI	. , [ОН]	[OK]	[OR]	[PA]
[RI]	-	[SC]	[SD]	[TN]	[TX]	[UT]	ĮVTJ	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Las	t name first, i							····				
Bus	iness or Res	idence Addre	ss (Number	and Street.	City. State.	Zin Code)							
			(1 vai.i.e.)										
Nar	ne of Associ	ated Broker o	or Dealer		-								
Stat	es in Which	Person Liste	d Has Solici	ted or Intend	ds to Solici	Purchasers							
(Ch	eck "All Sta	tes" or check	individual S	States)									□ All States
[AL	.]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[H1]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
rui	i Name (Las	t name first, i	i individual))									
Bus	siness or Res	sidence Addre	ess (Number	and Street,	City, State,	Zip Code)							
Nar	ne of Assoc	iated Broker (or Dealer										
Sta	tes in Which	Person Liste	d Has Solici	ted or Inten	ds to Solici	t Purchasers			.				
(Ch	eck "All Sta	ites" or check	individual S	States)	•••••								All States
[AI	-1	[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]
[M]	Π	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI	Ī	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[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 transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the		
	Type of Security	Aggregate	Amount Already
		Offering Price	Sold
	Debt	\$	\$
	Equity	\$ <u>7,720,718.50</u>	\$7,720,718.50
	Common Preferred		
	Convertible Securities (including warrants)	\$ <u>7,797,925.701</u>	\$ 77,207.20
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ 15,518,644.20	\$ 7,797,925.70
	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	Aggregate
		Investors	Dollar Amount
			of Purchases
	Accredited Investors	9	\$ <u>7,797,925.70</u>
	Non-accredited Investors	0	\$ 0
	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	Dollar Amount
		Security	Sold
	Type of Offering		
	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		\$

 Transfer Agent's Fees
 □
 \$

 Printing and Engraving Costs
 □
 \$

 Legal Fees
 □
 \$
 25,000.00

 Accounting Fees
 □
 \$

 Engineering Fees
 □
 \$

 Sales Commissions (specify finders' fees separately)
 □
 \$

Other Expenses (Identify) ______
Total.....

S ______ S ______25,000.00

021302/1241

¹ Includes \$77,207.20 for the issuance of the Warrants and \$7,720,718.50 for the issuance of the Preferred Stock issuable upon exercise thereof.

C. OFFERING PRICE, NUMBER OF IN	VESTORS, EXPENSES AND USE	OF PROCEEDS	
 Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted" 		\$7,772,925.70	
 Indicate below the amount of the adjusted gross proceeds to the issuer use If the amount for any purpose is not known, furnish an estimate and ch payments listed must equal the adjusted gross proceeds to the issuer set for 	eck the box to the left of the estima rth in response to Part C – Question 4 Pa	te. The total of the	Payment To Others
Salaries and fees		\$	□ s
Purchase of real estate		\$	□ \$
Purchase, rental or leasing and installation of machinery and equipment		\$	□ s
Construction or leasing of plant buildings and facilities			□ s
Acquisition of other businesses (including the value of securities involved in t in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness			□ \$
Working capital	<u></u>		
Other (specify):	_	S	× \$ 7,772,925,70
Onto (specify).		\$	□ \$
			□ s
Column Totals		\$	□ s
Total Payments Listed (column totals added)		× \$ <u>7,772,92:</u>	<u>5.70</u>
D. FEDE	CRAL SIGNATURE		
The issuer had duly caused this notice to be signed by the undersigned duly au an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502.			
Issuer (Print or Type)	Signature	,	Date , /
Metabolex, Inc.	Signature Signature Kamf	4	February (4, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Barclay J. Kamb	Assistant Secretary		
			

ATTENTION

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