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KIMBERLIN KEVIN
Form SC 13G
February 15, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. ___)*

NEXT LEVEL COMMUNICATIONS, INC.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

65333U 10 4

(CUSIP Number)

December 31, 2001

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 65333U 10 4

1. NAME OF REPORTING PERSON
Kevin B. Kimberlin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION: United States Citizen			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	6,757,877
	6.	SHARED VOTING POWER	0
	7.	SOLE DISPOSITIVE POWER	6,757,877
	8.	SHARED DISPOSITIVE POWER	0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,757,877			
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			7.5%
12. TYPE OF REPORTING PERSON IN			

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Item 1.

(a) Name of Issuer:

Next Level Communications, Inc.

(b) Address of Issuer's Principal Executive Offices:

6085 State Farm Drive
Rohnert Park, CA 94928

Item 2.

(a) Name of Person Filing:

Kevin B. Kimberlin

(b) Address of Principal Business Office:

c/o 535 Madison Avenue, 18th Floor
New York, NY 10022

(c) Citizenship:

Kevin B. Kimberlin is a citizen of the United States.

(d) Title of Class of Securities:

Common Stock, \$.01 par value

(e) CUSIP Number:

65333U 10 4

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check the status of the person filing

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Not applicable.

Item 4. Ownership

(a) Amount beneficially owned:

6,757,877

(b) Percent of class:

7.5%

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(c) Number of shares as to which the person has

(i) Sole power to vote or to direct the vote:

6,757,877

(ii) Shared power to vote or direct the vote:

0

(iii) Sole power to dispose or direct the disposition of:

6,757,877

(iv) Shared power to dispose or to direct the disposition of:

0

Kevin Kimberlin Partners, LP, a Delaware limited partnership, of which the reporting person is the sole general partner, holds, as of December 31, 2001, 2,434,897 shares of the Issuer's common stock.

Spencer Trask Ventures, Inc. a Delaware corporation and the wholly owned subsidiary of Spencer Trask & Co., a Delaware corporation ("STC"), of which the reporting person is the controlling shareholder holds as of December 31, 2001, 34,216 shares of the Issuer's common stock.

As of December 31, 2001, STC holds 55,916 warrants to purchase common stock of the Issuer.

As of December 31, 2001, Oshkim NLC, Ltd, a Texas limited partnership of which the reporting person is the general partner, holds 4,232,848 warrants to purchase common stock of the Issuer.

Based on the Issuer's Form 10-Q filed November 14, 2001, as of October 31, 2001, the number of shares of the Issuer's common stock was 85,590,077 and, according to such figure, the reporting person held 7.5% of such class of securities.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 15, 2002

/s/ Kevin B. Kimberlin

Kevin B. Kimberlin

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (18 U.S.C. 1001)