

FORM D

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

1171899

Table with OMB Approval information: OMB Number: 3235-0076, Expires: November 30, 2001, Estimated average burden hours per response: 16.00

PROCESSED

MAY 02 2002

THOMSON FINANCIAL

FORM D APR 12 2002

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.) GEO-HOPE #2 & 3 JOINT VENTURE
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.) GEO-HOPE #2 & 3 JOINT VENTURE
Address of Executive Offices (Number and Street, City, State, Zip Code) 2501 OAK LAWN AVE. #560 DALLAS, TEXAS 75219
Telephone Number (Including Area Code) (214) 521-5757
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)
Telephone Number (Including Area Code)
Brief Description of Business

OIL AND GAS EXPLORATION AND OPERATIONS

Type of Business Organization
limited partnership, already formed
limited partnership, to be formed
other (please specify): JOINT VENTURE

Actual or Estimated Date of Incorporation or Organization: Month 04 Year 02 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)

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.

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)

ROSE, HARDY

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

2501 OAK LAWN AVE. #560 DALLAS, TEXAS 75219

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

Full Name (Last name first, if individual)

SMITH, CAROL A.

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

2501 OAK LAWN AVE. #560 DALLAS, TEXAS 75219

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

Full Name (Last name first, if individual)

KLENK, CHARLOTTE

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

2501 OAK LAWN AVE. #560 DALLAS, TEXAS 75219

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

Full Name (Last name first, if individual)

MASTERSON, MAX

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

2501 OAK LAWN AVE. #560 DALLAS, TEXAS 75219

Check Box(es) that Apply: 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)

Check Box(es) that Apply: 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)

Check Box(es) that Apply: 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)

(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? \$ 14,950.00
SUBJECT TO MANDATORY CALL FOR COMPLETION \$9,950.00
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)

Business or Residence Address (Number and Street, City, State, Zip Code)
2501 OAK LAWN AVE. #560 DALLAS, TEXAS 75219

Name of Associated Broker or Dealer
GEO SECURITIES, INC.

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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.	\$ _____	\$ _____
Equity.	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).	\$ _____	\$ _____
Partnership Interests.	\$ _____	\$ _____
Other (Specify <u>JOINT VENTURE</u>).	\$ <u>747,000</u>	\$ _____
Total.	\$ <u>747,000</u>	\$ _____

Answer also in Appendix, Column 3, if filing under ULOEDoes NOT INCLUDE \$7,545.00 MANAGER'S CONTRIBUTION

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.	_____	\$ _____
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, 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 offering	Type of Security	Dollar Amount Sold
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.	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.	<input type="checkbox"/>	\$ _____
Legal Fees.	<input type="checkbox"/>	\$ _____
Accounting Fees.	<input type="checkbox"/>	\$ _____
Engineering Fees.	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finder's fees separately) INCLUDES 3.5% SYNDICATION EXPENSE	<input type="checkbox"/>	\$ <u>100,860.00</u>
Other Expenses (identify) <u>ORGANIZATION COSTS/DUE DILIGENCE MISC.</u>	<input type="checkbox"/>	\$ <u>3,720.00</u>
Total.	<input type="checkbox"/>	\$ <u>104,580.00</u>

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."

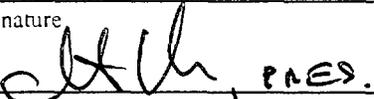
\$649,965.00

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"/>	\$ _____	\$ _____
Purchase of real estate. PROSPECT COSTS <input type="checkbox"/>	\$ _____	\$ <u>70,000.00</u>
Purchase, rental or leasing and installation of machinery and equipment. <input type="checkbox"/>	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities. <input type="checkbox"/>	\$ _____	\$ _____
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"/>	\$ _____	\$ _____
Repayment of indebtedness. <input type="checkbox"/>	\$ _____	\$ _____
Working capital. <input type="checkbox"/>	\$ _____	\$ _____
Other (specify) <u>TURNKEY DRILLING COSTS</u> <input type="checkbox"/>	\$ _____	\$ <u>347,979.00</u>
<u>TURNKEY COMPLETION COSTS</u> <input type="checkbox"/>		\$ <u>231,986.00</u>
_____ <input type="checkbox"/>	\$ _____	\$ _____
Column Totals. <input type="checkbox"/>	\$ _____	\$ <u>649,965.00</u>
*INCLUDES MANAGER'S CONTRIBUTION OF \$7,545.45		
Total Payments Listed (column totals added) <input type="checkbox"/>	\$ _____	\$ _____

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)	Signature	Date
GEO-HOPE #2 & 3 JOINT VENTURE	 PRES.	4/11/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
HARDY ROSE	PRESIDENT, GEO COMPANIES OF NORTH AMERICA, INC., MANAGER	

ATTENTION

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

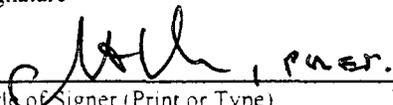
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) 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) GEO-HOPE #2 & 3 JOINT VENTURE	Signature 	Date 04/11/02
Name of Signer (Print or Type) HARDY ROSE	Title of Signer (Print or Type) PRESIDENT, GEO COMPANIES OF NORTH AMERICA, INC., MANAGER	

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.

(Rev. 11/98)

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

Venture

That the undersigned, GEO-HOPE #2 & 3 JOINT VENTURE (a corporation), (a partnership), (a Joint limited liability company) organized under the laws of TEXAS, or (an individual), [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

----- GEO COMPANIES OF NORTH AMERICA, INC. -----
(Name)

----- 2501 OAK LAWN AVE. #560, DALLAS, TEXAS 75219 -----
(Address)

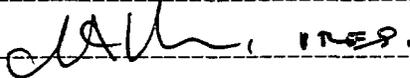
Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of process:

- | | | | |
|-----------------|---|--------------|---------------------------------------|
| ___ ALABAMA | Secretary of State. | __X FLORIDA | Department of Banking and Finance. |
| ___ ALASKA | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development. | __X GEORGIA | Commissioner of Securities. |
| __X ARIZONA | The Corporation Commission. | ___ GUAM | Administrator, Department of Finance. |
| ___ ARKANSAS | The Securities Commissioner. | __X HAWAII | Commissioner of Securities. |
| __X CALIFORNIA | Commissioner of Corporations. | ___ IDAHO | Director, Department of Finance. |
| ___ COLORADO | Securities Commissioner. | __X ILLINOIS | Secretary of State. |
| ___ CONNECTICUT | Banking Commissioner. | ___ INDIANA | Secretary of State. |
| ___ DELAWARE | Securities Commissioner. | __X IOWA | Commissioner of Insurance. |
| | | ___ KANSAS | Secretary of State. |
| | | __X KENTUCKY | Director, Division of Securities. |

<input checked="" type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission.	<input checked="" type="checkbox"/> LOUISIANA	Commissioner of Securities.
<input type="checkbox"/> MAINE	Administrator, Securities Division.	<input checked="" type="checkbox"/> OREGON	Director, Department of Insurance and Finance.
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities.	<input checked="" type="checkbox"/> OKLAHOMA	Securities Administrator.
<input type="checkbox"/> MASSACHUSETTS	Secretary of State.	*** PENNSYLVANIA	Pennsylvania does not Require filing of a Consent to Service of Process.
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions.
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce.	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation.
<input checked="" type="checkbox"/> MISSISSIPPI	Secretary of State.	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State.
<input type="checkbox"/> MISSOURI	Securities Commissioner.	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities.
<input checked="" type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance.	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce And Insurance.
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance.	<input checked="" type="checkbox"/> TEXAS	Securities Commissioner.
<input checked="" type="checkbox"/> NEVADA	Secretary of State.	<input checked="" type="checkbox"/> UTAH	Director, Division of Securities.
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State.	<input type="checkbox"/> VERMONT	Secretary of State.
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau.	<input checked="" type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission.
<input checked="" type="checkbox"/> NEW MEXICO	Director, Securities Division.	<input checked="" type="checkbox"/> WASHINGTON	Director of the Department of Licensing.
<input type="checkbox"/> NEW YORK	Secretary of State.	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities.
<input checked="" type="checkbox"/> NORTH CAROLINA	Secretary of State.	<input checked="" type="checkbox"/> WISCONSIN	Commissioner of Securities.
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner.	<input checked="" type="checkbox"/> WYOMING	Secretary of State
<input checked="" type="checkbox"/> OHIO	Secretary of State.		

Dated this _____ day of _____ 2002

(Seal)

 GEO-HOPE #2 & 3 JOINT VENTURE
 By: 
 Title: HARDY ROSE, PRESIDENT, GEO COMPANIES OF NORTH AMERICA, INC., MANAGER

ACKNOWLEDGMENT OF CORPORATION/LIMITED LIABILITY COMPANY

STATE OR PROVINCE OF TEXAS)
) ss.
COUNTY OF DALLAS)

On this _____ day of _____, 2002, before me personally appeared
HARDY ROSE known personally to me to be the PRES. /MANAGER of the above
(Title)

named corporation/limited liability company and acknowledged that he/she, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation/limited liability company by himself/herself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary

(Notarial Seal)

My Commission expires:

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

STATE OR PROVINCE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, _____, before me personally
appeared _____, to me personally known and known to me to be the
same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution
thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary

(Notarial Seal)

My Commission expires:



GE@SECURITIES, INC. MEMBER NASD

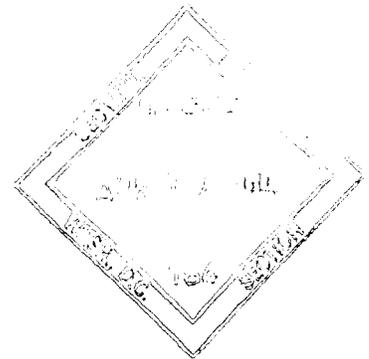
2501 Oak Lawn Avenue
Dallas, Texas 75219-4046 USA
Phone (214) 521-5757
Fax (214) 521-5759
www.geocompanies.com

April 10, 2002

VIA OVERNIGHT COURIER

U.S. Securities & Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

RE: **THE GEO-HOPE 2 & 3 JOINT VENTURE**
Form D Filing / ULOE
GEO companies of North America, Inc., Manager



Dear Sir/Madam:

In accordance with your instructions, we are filing the enclosed information for our Uniform Limited Offering Exemption (REG D, Section 506) on our GEO-HOPE 2 & 3 Joint Venture private placement offering:

1. One (1) Manually signed copy of Form D
2. Four (4) Copies of Form D

Please acknowledge receipt of these documents by file/date stamping the enclosed copy of this letter and returning in the enclosed SASE.

If you require anything else, please let me know.

Sincerely,

Carol A. Smith
President

Enclosures