

OMB APPROVAL OMB Number: 3235-0076 Expires: August 31, 1998 Estimated average burden hours per response... 16.00



02020590

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

RECEIVED MAR 19 2002 SECURITIES DIVISION

Table with 2 columns: SEC USE ONLY (Prefix, Serial) and DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

TD AND ASSOCIATES, INC. - J.H. BROOKS #1

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

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

TD AND ASSOCIATES, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 18281 LEMON DRIVE, YORBA LINDA, CA. 92686 (714) 779-9897

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) N/A

Brief Description of Business

OIL AND GAS DEVELOPMENT AND PRODUCTION

PROCESSED

Type of Business Organization

- corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed

APR 01 2002

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year 1 0 8 6 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) CA

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.

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)

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)

TIMPE, DENNIS

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

18281 LEMON DRIVE, YORBA LINDA, CA. 92686

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)

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? \$ 20,000

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)

TD AND ASSOCIATES, INC.

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

18281 LEMON DRIVE, YORBA LINDA, CALIFORNIA 92686

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] | <input checked="" type="checkbox"/> [AR] | <input checked="" type="checkbox"/> [CA] | [CO] | [CT] | [DE] | [DC] | <input checked="" type="checkbox"/> [FL] | [GA] | [HI] | [ID] |
| <input checked="" type="checkbox"/> [IL] | <input checked="" type="checkbox"/> [IN] | [IA] | [KS] | [KY] | <input checked="" type="checkbox"/> [LA] | [ME] | <input checked="" type="checkbox"/> [MD] | <input checked="" type="checkbox"/> [MA] | [MI] | [MN] | [MS] | <input checked="" type="checkbox"/> [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | <input checked="" type="checkbox"/> [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | <input checked="" type="checkbox"/> [TN] | <input checked="" type="checkbox"/> [TX] | [UT] | [VT] | <input checked="" type="checkbox"/> [VA] | <input checked="" type="checkbox"/> [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 | \$ <u>0</u> | \$ <u>0</u> |
| Equity | \$ <u>0</u> | \$ <u>0</u> |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | \$ <u>0</u> | \$ <u>0</u> |
| Partnership Interests | \$ <u>200,000</u> | \$ <u>0</u> |
| Other (Specify _____) | \$ <u>0</u> | \$ <u>0</u> |
| Total | \$ <u>200,000</u> | \$ <u>0</u> |

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 | <u>0</u> | \$ <u>0</u> |
| Non-accredited Investors | <u>0</u> | \$ <u>0</u> |
| Total (for filings under Rule 504 only) | <u>0</u> | \$ <u>0</u> |

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 | <u>PT. INT.</u> | \$ <u>900,000</u> |
| Regulation A | <u>0</u> | \$ <u>0</u> |
| Rule 504 | <u>0</u> | \$ <u>0</u> |
| Total | <u>PT. INT.</u> | \$ <u>900,000</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 checked="" type="checkbox"/> \$ <u>4,000</u> |
| Legal Fees | <input checked="" type="checkbox"/> \$ <u>2,750</u> |
| Accounting Fees | <input checked="" type="checkbox"/> \$ <u>2,750</u> |
| Engineering Fees | <input checked="" type="checkbox"/> \$ <u>2,000</u> |
| Sales Commissions (specify finders' fees separately) | <input checked="" type="checkbox"/> \$ <u>20,000</u> |
| Other Expenses (identify) _____ | <input type="checkbox"/> \$ <u>0</u> |
| Total | <input checked="" type="checkbox"/> \$ <u>31,500</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."

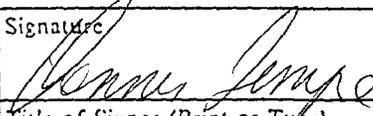
\$ 168,500

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 checked="" type="checkbox"/> \$ <u>25,275</u> | <input type="checkbox"/> \$ <u>0</u> |
| Purchase of real estate | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <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) | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Repayment of indebtedness | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Working capital | <input type="checkbox"/> \$ <u>0</u> | <input checked="" type="checkbox"/> \$ <u>143,225</u> |
| Other (specify): _____ | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| _____ | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| _____ | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Column Totals | <input checked="" type="checkbox"/> \$ <u>25,275</u> | <input checked="" type="checkbox"/> \$ <u>143,225</u> |
| Total Payments Listed (column totals added) | <input checked="" type="checkbox"/> \$ <u>168,500</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) TD AND ASSOCIATES, INC. | Signature  | Date 03/11/02 |
| Name of Signer (Print or Type) DENNIS TIMPE | Title of Signer (Print or Type) PRESIDENT | |

ATTENTION

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

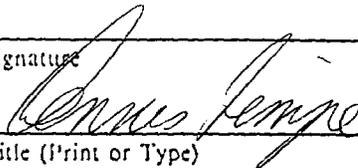
E. STATE SIGNATURE

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) TD AND ASSOCIATES, INC. | Signature  | Date 03/11/02 |
| Name (Print or Type) DENNIS TIMPE | Title (Print or Type) PRESIDENT | |

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.

Prospectus dated: January 2002

**TD AND ASSOCIATES, INC.
J.H. BROOKS #1
A CALIFORNIA GENERAL PARTNERSHIP**

TD AND ASSOCIATES, INC., a California corporation

| | |
|----------------------------------|----------------------|
| 10 Units of Partnership Interest | \$200,000.00 |
| in Hart County, Kentucky | \$20,000.00 per unit |
| Minimum Investment - 1 unit | |

There is no public market for the Units and none is expected to develop. See "Transferability of Units".

Investors are advised to read this prospectus and retain it for future reference.

INVESTING IN OIL AND GAS PRODUCTION IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. THESE ARE SPECULATIVE SECURITIES. SEE "RISK FACTORS" AND "OTHER IMPORTANT FACTORS".

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

| | |
|--------------------------|------------------------|
| PRICE TO PUBLIC | Per Unit...\$20,000.00 |
| COMMISSIONS | None |
| PROCEEDS TO ISSUER | \$200,000.00 |
| TOTAL PRICE TO PUBLIC | \$200,000.00 |
| TOTAL PROCEEDS TO ISSUER | \$200,000.00 |

(1) REPORTS TO SECURITY HOLDERS

Each General Partner will receive, in addition to monthly dividend checks, if applicable, a quarterly report including financial information concerning the General Partnership and an annual report including financial information that has been examined and reported upon with an opinion expressed by an independent public or certified public accountant.

(2) INCORPORATION BY REFERENCE

Where any document, report, or part thereof is incorporated by reference in the registrant's statement, but not included with the prospectus, TD and Associates, Inc., will provide without charge to each person to whom a prospectus is delivered, a copy of any and all of the information that has been incorporated by reference, if any, in the registration statement upon written or oral request delivered to TD and Associates, Inc., 18281 Lemon Drive, Yorba Linda, California 92886. Telephone (714) 779-9897.

(3) PRIVATE PLACEMENT

The securities being offered do not constitute a public offering and are being offered under a claimed exemption under Regulation D -- Rules governing the limited sale of securities without registration under the Securities Act of 1933 as amended.

(4) RISK FACTORS

The development of commercially usable oil and/or gas well(s) is highly speculative and involves significant risks of failure in that even in a successful field there remains a distinct possibility that the well(s) will not continue to produce an amount of oil and/or gas sufficient to make it commercially usable. If a well is not commercially usable it will be plugged and abandoned. In the case of an abandoned well all the general partner's investment could be lost.

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(5) PRINCIPAL EXECUTIVE OFFICE

TD and Associates, Inc., is located at 18281 Lemon Drive, Yorba Linda, California 92886. (714) 779-9897.

(6) USE OF PROCEEDS

The net proceeds of this offering will be used to pay for the drill and completion of one oil and/or gas well providing the partnership with a 20% Net Revenue Interest in the well. The wells being located in Hart County, Kentucky.

The general partner reserves the right to change the use of proceeds of this general partnership in the case where the initial drilling becomes impractical or impossible to perform, and where after the initial drilling of a well, said well is abandoned for any reason and there remain sufficient funds to develop an alternate location.

(7) DETERMINATION OF OFFERING PRICE

The offering price of these general partnership units constitutes the amount necessary to drill and complete the project well including the cost of the sale of these units, the cost to the general partner of his contributions to the general partnership, the cost to the general partner for the leasehold rights held by him upon which development will be attempted, a fee to the general partner for his management of this general partnership and the cost of all printing and legal fees attributable to this partnership.

(8) PLAN OF DISTRIBUTION

The securities being offered are general partnership units that will be offered for cash only and will be offered by the general partner as issuer only.

(9) LEGAL PROCEEDINGS

There are no material pending legal proceedings to which this general partner is presently a party in either state or federal court.

This offer is made under a claimed exemption under Regulation D of the Securities Act of 1933 and will be registered or exempted from registration by coordination in any state in which this offering will be made.

(10) DIRECTORS AND EXECUTIVE OFFICER

The sole director and officer of TD and Associates, Inc., is Dennis Timpe, age 54. Mr. Timpe, a lifelong California resident has extensive experience in oil and gas ventures, commencing with working with his father as a young man in the Bakersfield oil fields, and continuing throughout his adult life in the development of various oil and gas ventures, financial planning, real estate and commodities, and has worked in these areas for both himself and his clientele.

(11) SECURITY OWNERSHIP OF GENERAL PARTNER

Dennis Timpe owns 100% of all shares of stock in the general partner, TD and Associates, Inc..

(12) DESCRIPTION OF SECURITIES

The securities herein being offered through general partnership constitute undivided interest in the purchase of a 20% Net Revenue Interest in an oil and/or gas lease in Hart County, Kentucky.

There is no established public market for these securities and none is expected to develop. There is no public trading of this security and these securities will be held by no more than thirty-five (35) purchasers.

This is a new offering and therefore it is impossible to state whether or not any cash dividends will be declared.

Barring any unforeseen complications, payments will commence between sixty (60) and one hundred and twenty (120) days from the completion of the well and will continue on a monthly basis for the usable life of the well.

(13) INTEREST OF NAMED EXPERTS AND COUNSEL

No named experts or counsel have any contingent interest in this general partnership or in the business of the general partner.

(14) STATEMENT AS TO INDEMNIFICATION

Insofar as indemnification for liabilities arising out of the Securities Act of 1933 may be permitted to directors, officers or persons controlling the general partner pursuant to any foregoing or aftergoing provisions, the general partner has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

(15) ORGANIZATION

The general partner was organized by Dennis Timpe who is its sole shareholder, director and officer and was incorporated on November 4, 1986 in the State of California, and as such is entitled to receive salary and dividends from profits, if any, engendered by the general partner.

(16a) DESCRIPTION OF BUSINESS

TD and Associates, Inc., is an oil and gas operating company. It was formed to take advantage of the rapidly developing opportunities of the oil and gas industry.

The operation of TD and Associates, Inc., is to develop via general partnerships, oil and gas wells in California, Kansas, Arkansas, Louisiana, Texas and Kentucky.

TD and Associates basic strategy is based upon its opinion that the best market for drilling, completion and production services exists at the present time. Companies that borrowed heavily during the previous boom are struggling with debt service against a decreased per barrel price for the oil that they have recovered. For this reason they are not in a position to continue exploration and development at anywhere near the level they had been maintaining.

It is TD and Associates position that it will be able to pick up leases and wells operated by struggling companies, at a reduced price, and operate these wells for a significant profit. These types of operations have been described in other Forbes and Time Magazine as "vulture funds".

At present prices it is estimated that any well which can be developed successfully as a commercial well to produce oil, gas or other minerals in a commercial quantity will result in a return of investors' funds within the first eighteen (18) to thirty-six (36) months of operations. Naturally, should the price which is paid for oil increase, we anticipate the economic advantages to also increase.

(16b) RATE OF RETURN, BY PROJECT, AS OF 10/1/01

| | ORIGINAL INVESTMENT ONE UNIT | WORKING INTEREST | NO. OF MONTHS OF PRODUCTION TO DATE | TOTAL AMOUNT OF PRODUCTION DOLLARS, PER UNIT, TO DATE | PERCENTAGE OF RETURN TO DATE | ESTIMATED ANNUAL RATE OF RETURN |
|--|---------------------------------|------------------|---|--|---------------------------------|---------------------------------------|
| ADWELL #5 & #6 OR (RICHEY #1 & #2) | \$15,000.00 | 10.00000% | N/A | N/A | N/A | IN PRODUCTION NOV. 2001 |
| ADWELL #7 & #8 OR (RICHEY #3 & #4) | \$15,000.00 | 10.00000% | N/A | N/A | N/A | IN PRODUCTION NOV. 2001 |
| ALTON MUSICK PROSPECT | \$13,000.00 | 3.73333% | 68 | \$2,214.15 | 17.0% | TERMINATED |
| ALTON MUSICK PROSPECT #2 | \$13,000.00 | 3.73333% | 58 | \$6,395.42 | 49.1% | TERMINATED |
| BANDINI UP10, A-8 2 WELL DEV. PROG. | \$30,000.00 | 4.00000% | 0 | \$0.00 | 0.0% | DRY HOLE |
| CATO-HOLMES #1A OR (ADWELL #1 & #2) | \$25,000.00 | 6.66666% | N/A | N/A | N/A | IN PRODUCTION NOV. 2001 |
| CHEATHAM HEIRS #1 | \$19,600.00 | 4.66666% | 61 | \$14,767.45 | 75.3% | TERMINATED |
| DELTIC #1 | \$26,719.17 | 4.28571% | 0 | \$0.00 | 0.0% | TERMINATED |
| DICKEY PROSPECT OR (ADWELL #3 & #4) | \$20,000.00 | 10.00000% | N/A | N/A | N/A | IN PRODUCTION NOV. 2001 |
| EAST ANSON PROSPECT #2 | \$25,000.00 | 6.25000% | 0 | \$0.00 | 0.0% | DRY HOLE |
| EAST LINDSBORG PROSPECT | \$15,601.71 | 5.00000% | 0 " | \$0.00 | 0.0% | DRY HOLE |
| FORT CHADBOURNE PROSPECT #1 | \$19,900.00 | 4.42478% | 27 | \$6,344.77 | 31.8% | SOLD |
| FORT CHADBOURNE PROSP.#2-HIGGINS | \$19,900.00 | 4.42478% | 25 | \$20,509.93 | 103.0% | SOLD |
| HASKELL #1 PROSPECT | \$25,000.00 | 5.00000% | 15 | \$5,881.10 | 23.5% | 18.8% |

| | | | | | | |
|--------------------------------------|-------------|------------|-----|-------------|--------|---------------|
| MADISON 1A (EAST ANSON #1) | \$25,000.00 | 7.69230% | 5 | \$739.72 | 2.9% | TERMINATED |
| MADISON 1A, EAP #1 PROD. PROGRAM | \$27,500.00 | 7.14286% | 4 | \$825.42 | 3.0% | TERMINATED |
| MATTHEWS 55B | \$12,500.00 | 11.111111% | 18 | \$216.76 | 1.7% | 1.2% |
| RICHEY #5 & #6 | \$15,000.00 | 10.00000% | N/A | N/A | N/A | BEING DRILLED |
| TOMMIE PIERCE PROSP #1 (ORIGINAL) | \$40,000.00 | 4.68750% | 116 | \$67,907.15 | 169.8% | 17.6% |
| TOMMIE PIERCE PROSP #1 (NEW) | \$20,000.00 | 7.14285% | 67 | \$15,912.14 | 79.6% | 14.2% |
| ZAVALA #1 | \$25,000.00 | 7.69230% | 21 | \$5,987.07 | 23.9% | 13.7% |

(17) SUPPLEMENTARY FINANCIAL INFORMATION

The proceeds from this offering will be sufficient to provide the capital resources necessary to drill and complete one well as provided for in the offering.

TD and Associates, Inc., intends to develop other wells to other general partnerships and anticipates that its efforts will be successful, however, the development of oil and gas wells even in proven fields is highly speculative and could result in a loss to the general partners of any particular partnership. Such a loss would not adversely reflect upon the liquidity of TD and Associates, Inc..

(18) INTEREST OF MANAGERS AND OTHERS IN CERTAIN TRANSACTIONS

There have been no transactions to which TD and Associates, Inc., or any of its subsidiaries was or is to be a party, for which any director, executive officer, nominee, security holder or member of the immediate family of any of the foregoing had or is to have a direct or indirect material interest.

(19) CERTAIN MARKET INFORMATION

There is no established public market for the securities being offered herein and the securities are not subject to any outstanding options or warrants to purchase nor are the securities convertible into common equity of the general partner. Further the securities being offered will not be offered publicly at any time in the future and the partnership units are not convertible to the common equity of the general partner in any manner.

(20) EXECUTIVE COMPENSATION

Name of Individual or Identity of Group: Dennis Timpe

Capacity in Which Served: Chief Executive Officer

Cash Compensation: \$60,000.00

(21) GENERAL PARTNERS' FINANCIAL INFORMATION
TD AND ASSOCIATES, INC.
BALANCE SHEET
SEPTEMBER 30, 2001

ASSETS

CURRENT ASSETS

| | |
|--|----------------|
| CASH..... | (\$24.00) |
| LINE OF CREDIT | \$117,333.00 |
| LOAN RECEIVABLE HEART LAND PETROLEUM | <u>\$81.00</u> |
| TOTAL CURRENT ASSETS | \$117,390.00 |

FIXED ASSETS

| | |
|--------------------------------|----------------------|
| FURNITURE AND EQUIPMENT | \$33,271.00 |
| COMPUTER EQUIPMENT | \$18,565.00 |
| LEASEHOLD IMPROVEMENTS | \$112,952.00 |
| ACCUMULATED DEPRECIATION | <u>(\$64,753.00)</u> |
| TOTAL FIXED ASSETS | \$100,035.00 |

OTHER ASSETS

| | |
|--|---------------------|
| INVESTMENT-EAST LINDSBORG | (\$1,340.00) |
| LOANS REC.-CHEATHAM HEIRS #1 | \$190.00 |
| LOANS REC.-DELTIC #1 | \$600.00 |
| LOANS REC.-EAST LINDSBORG PROSPECT | \$350.00 |
| LOANS REC.-MATTHEWS 55B | \$2,175.00 |
| LOANS REC.-HASKELL #1 | \$30.00 |
| LOANS REC.-TOMMIE PIERCE #1 | <u>\$50.00</u> |
| TOTAL LOANS RECEIVABLE | \$3,395.00 |
| NOTE RECEIVABLE FROM OFFICER | <u>\$40,168.00</u> |
| TOTAL OTHER ASSETS | <u>\$42,223.00</u> |
| TOTAL ASSETS | <u>\$259,648.00</u> |

LIABILITIES AND EQUITY

CURRENT LIABILITIES

| | |
|---------------------------------|--------------------|
| ACCOUNTS PAYABLE | \$64,166.00 |
| ACCRUED PAYROLL TAX | \$537.00 |
| ACCRUED SALARIES | \$12,143.00 |
| ACCRUED INTEREST | <u>\$13,595.00</u> |
| TOTAL CURRENT LIABILITIES | \$90,441.00 |

LONG TERM LIABILITIES

| | |
|-----------------------------------|---------------------|
| LOAN PAYABLE-SEP IRA | <u>\$124,800.00</u> |
| TOTAL LONG TERM LIABILITIES | \$124,800.00 |
| TOTAL LIABILITIES | \$215,241.00 |

EQUITY

| | |
|------------------------------------|---------------------|
| CAPITAL STOCK | \$2,000.00 |
| PAID IN CAPITAL | \$7,900.00 |
| RETAINED EARNINGS | <u>\$34,507.00</u> |
| TOTAL EQUITY | <u>\$44,407.00</u> |
| TOTAL LIABILITIES AND EQUITY | <u>\$259,648.00</u> |

*UNAUDITED

(22) TRANSFERABILITY OF UNITS AND LIMITATION ON RESALE

This is a private placement offering not constituting a public offering and therefore the securities purchased herein cannot be resold without registration under the Securities Act or an exemption therefrom.

Each offeree who becomes a general partner will be required to represent that he is acquiring his units for investment and not with a view to distribute or resale, that he understands that the units are not freely transferable, that he must bear the economic risk of investment for an indefinite period of time and that the units cannot be sold unless they are subsequently registered or an exemption from such registration is available and unless the other applicable provisions of the general partnership agreement have been complied with. There will be no market for the units and a general partner cannot expect to be able to liquidate this investment in case of an emergency.

Transfer of a general partner's units so as to constitute another person as a general partner in his stead is subject to complying with the provisions of the general partnership agreement and to the prior consent of the general partner and the majority of the general partners. There are no stated circumstances relating to the granting of withholding of the required prior consent of the general partner, except no transfer will be permitted if it will result in a sale or exchange of fifty percent (50%) or more of the interests in the partnership within a twelve month period, however, the general partner will observe the standards of a fiduciary to the general partners, as a whole, in determining whether to grant or withhold his consent as to any particular request for a transfer.

(23) SUITABILITY

These units are not suitable for and will not knowingly be sold to anyone who has not received and reviewed this prospectus and does not understand the risks of an investment in this partnership, does not have the experience and knowledge with respect to similar investments which enable him/her to evaluate the merits and risks of such investment, or has not obtained and relied upon experienced independent advice with respect to such evaluation, to anyone who does not have adequate means to bear the economic risk of such a speculative investment, that does not have adequate means to provide for his current needs and possible personal contingencies or anyone who has need for liquidity in his investments.

(24) ADDITIONAL OFFERING

If five (5) units are not subscribed for by the closing date of February 15, 2002 all funds will be promptly returned with any interest earned. Until such time as the partnership commences active operations all funds received from subscribers will be deposited in a special corporate account. The general partner reserves the right to refuse or limit subscriptions in respect to the partnership and to close the offering at any time. The active operation of the partnership will commence as soon as possible after the minimum amount of the offering is raised.

(25) RESCISSION

The purchaser of a general partnership interest in TD AND ASSOCIATES, INC., *J.H. BROOKS #1* will have five (5) days to reconsider and rescind their participation in the partnership. The five (5) days shall run from the date they sign the limited partnership signature page. A purchaser may rescind his or her participation by mailing a notice of the desire to rescind to TD and Associates, Inc., 18281 Lemon Drive, Yorba Linda, California 92886. Said written notice is to be sent by registered or certified mail.

For information regarding the terms and conditions refer to the General Partnership Agreement.

Dated: January 10, 2002, TD and Associates, Inc.

 By Dennis Timpe