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SEC 1972 (6'99) 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.

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.

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
UNIFORM LIMITED OFFERING EXEMPTION

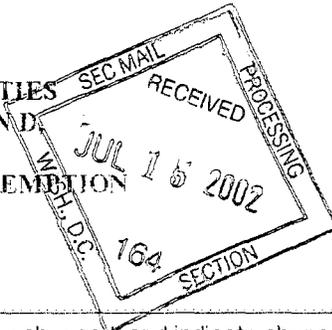


Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response... 1

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

PROCESSED

JUL 22 2002

THOMSON FINANCIAL

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

MINI-SUB CAPITAL FUND, LLC

Filing Under (Check box(es) that apply): [X] Rule 504 [ ] Rule 505 [ ] Section 4(6) [X] ULOE

Type of Filing: [X] 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.)

Mini-Sub Capital Fund, LLC

702-382-5498

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Suite "B" - 2140 West Charleston Blvd Las Vegas NV 89102

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

SAME

Brief Description of Business

RECREATIONAL MINI-SUBMARINE TOURIST RIDES

Type of Business Organization

[ ] corporation [ ] limited partnership, already formed [X] other (please specify): LLC
[ ] business trust [ ] limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [02] [02] [X] 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) NV

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 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 in the notice constitutes a part of this notice and must be completed.

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 [X] General and/or Managing Partner

Full Name (Last name first, if individual)

GREGORY C CARRINGTON

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

Suite B - 2140 West Charleston Blvd. Las Vegas NV 89102

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

ESSEX DOMINION CAPITAL CORPORATION

Full Name (Last name first, if individual)

201-2760 TRETHEWEY ST. ABBOTSFORD, B.C. CANADA V2T3R1

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)

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  
[ ] [X]

Answer also in Appendix. Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 6,250

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[X] [ ]

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)

SEE ATTACHED LIST EXHIBIT "A"

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [X] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security  | Aggregate Offering Price | Amount Already Sold |
|---|--------------------------|---------------------|
| Debt .....  | \$ <u>5,000,000</u>      | \$ <u>0</u>         |
| Equity .....  | \$ _____                 | \$ _____            |
| <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred |                          |                     |
| Convertible Securities (including warrants) .....                             | \$ _____                 | \$ _____            |
| Partnership Interests .....   | \$ _____                 | \$ _____            |
| Other (Specify _____)   | \$ _____                 | \$ _____            |
| Total .....   | \$ <u>5,000,000</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 .....                | _____            | \$ _____                             |
| 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, 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>0</u>         | \$ <u>0</u>        |
| 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 checked="" type="checkbox"/> \$ 60,000  |
| Printing and Engraving Costs .....   | <input checked="" type="checkbox"/> \$ 12,000  |
| Legal Fees .....   | <input checked="" type="checkbox"/> \$ 30,000  |
| Accounting Fees .....  | <input checked="" type="checkbox"/> \$ 30,000  |
| Engineering Fees .....   | <input type="checkbox"/> \$ 0                  |
| Sales Commissions (specify finders' fees separately) .....                                       | <input checked="" type="checkbox"/> \$ 750,000 |
| Other Expenses (identify) <u>Rent, Postage, Office Overhead Tel, Staff Support Payroll</u> ..... | <input checked="" type="checkbox"/> \$ 418,000 |
| Total .....  | <input type="checkbox"/> \$ 1,250,000          |

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." ..... \$ 3,750,000

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"/> \$ 350,000 | <input type="checkbox"/> \$           |
| Purchase of real estate .....  | <input checked="" type="checkbox"/> \$ 0       | <input type="checkbox"/> \$           |
| Purchase, rental or leasing and installation of machinery and equipment .....  | <input checked="" type="checkbox"/> \$ 0       | <input type="checkbox"/> \$ 3,000,000 |
| Construction or leasing of plant buildings and facilities .....  | <input checked="" type="checkbox"/> \$ 0       | <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 checked="" type="checkbox"/> \$ 0       | <input type="checkbox"/> \$           |
| Repayment of indebtedness .....  | <input checked="" type="checkbox"/> \$ 0       | <input type="checkbox"/> \$           |
| Working capital .....  | <input type="checkbox"/> \$                    | <input type="checkbox"/> \$ 400,000   |
| Other (specify): .....   | <input type="checkbox"/> \$                    | <input type="checkbox"/> \$           |
| .....  | <input type="checkbox"/> \$                    | <input type="checkbox"/> \$           |
| .....  | <input type="checkbox"/> \$ 350,000            | <input type="checkbox"/> \$           |
| Column Totals .....  | <input type="checkbox"/> \$ 350,000            | <input type="checkbox"/> \$ 3,400,000 |
| Total Payments Listed (column totals added) .....  | <input type="checkbox"/> \$ 3,750,000          |                                       |

**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 405, 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 405.

|  |   |                             |
|--|---|-----------------------------|
| Issuer (Print or Type)<br><i>MINI-SUB CAPITAL FUND, LLC</i>    | Signature<br> | Date<br><i>FEB 19, 2002</i> |
| Name of Signer (Print or Type)<br><i>GREGORY C. CARRINGTON</i> | Title of Signer (Print or Type)<br><i>PRESIDENT, CEO</i>  |                             |

**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 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

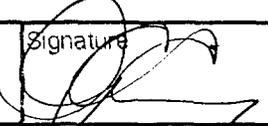
See Appendix, Column 5, for state response.

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)<br><i>MINI-SUB CAPITAL FUND, LLC</i>    | Signature<br> | Date<br><i>FEB 19, 2002</i> |
| Name of Signer (Print or Type)<br><i>GREGORY C. CARRINGTON</i> | Title (Print or Type)<br><i>PRESIDENT, CEO</i>  |                             |

*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.

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |    | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |        |                                    |        | 5<br>Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |    |
|------------|--|----|---|---|--------|------------------------------------|--------|---|----|
|            | Yes  | No |   | Number of Accredited Investors                                      | Amount | Number of Non-Accredited Investors | Amount | Yes   | No |
| AL         |  | X  | Private Placed  |   |        |                                    |        |   | X  |
| AK         |  | X  | "   |   |        |                                    |        |   | X  |
| AZ         |  | X  | "   |   |        |                                    |        |   | X  |
| AR         |  | X  | "   |   |        |                                    |        |   | X  |
| CA         |  | X  | "   |   |        |                                    |        |   | X  |
| CO         |  | X  |   |   |        |                                    |        |   | X  |
| CT         |  | X  |   |   |        |                                    |        |   | X  |
| DE         |  | X  |   |   |        |                                    |        |   | X  |
| DC         |  | X  |   |   |        |                                    |        |   | X  |
| FL         |  | X  |   |   |        |                                    |        |   | X  |
| GA         |  | X  |   |   |        |                                    |        |   | X  |
| HI         |  | X  |   |   |        |                                    |        |   | X  |
| ID         |  | X  |   |   |        |                                    |        |   | X  |
| IL         |  | X  |   |   |        |                                    |        |   | X  |
| IN         |  | X  |   |   |        |                                    |        |   | X  |
| IA         |  | X  |   |   |        |                                    |        |   | X  |
| KS         |  | X  |   |   |        |                                    |        |   | X  |
| KY         |  | X  |   |   |        |                                    |        |   | X  |
| LA         |  | X  |   |   |        |                                    |        |   | X  |
| ME         |  | X  |   |   |        |                                    |        |   | X  |
| MD         |  | X  |   |   |        |                                    |        |   | X  |
| MA         |  | X  |   |   |        |                                    |        |   | X  |
| MI         |  | X  |   |   |        |                                    |        |   | X  |
| MIN        |  | X  |   |   |        |                                    |        |   | X  |
| MS         |  | X  |   |   |        |                                    |        |   | X  |
| MO         |  | X  |   |   |        |                                    |        |   | X  |
| MT         |  | X  |   |   |        |                                    |        |   | X  |
| NE         |  | X  |   |   |        |                                    |        |   | X  |
| NV         |  | X  |   |   |        |                                    |        |   | X  |
| NH         |  | X  |   |   |        |                                    |        |   | X  |
| NJ         |  | X  |   |   |        |                                    |        |   | X  |
| NM         |  | X  |   |   |        |                                    |        |   | X  |
| NY         |  | X  |   |   |        |                                    |        |   | X  |
| NC         |  | X  |   |   |        |                                    |        |   | X  |
| ND         |  | X  |   |   |        |                                    |        |   | X  |
| OH         |  | X  |   |   |        |                                    |        |   | X  |
| OK         |  | X  |   |   |        |                                    |        |   | X  |
| OR         |  | X  |   |   |        |                                    |        |   | X  |
| PA         |  | X  |   |   |        |                                    |        |   | X  |
| RI         |  | X  |   |   |        |                                    |        |   | X  |
| SC         |  | X  |   |   |        |                                    |        |   | X  |
| SD         |  | X  |   |   |        |                                    |        |   | X  |

|    |  |   |  |  |  |  |  |  |   |
|----|--|---|--|--|--|--|--|--|---|
| TN |  | X |  |  |  |  |  |  | X |
| TX |  | X |  |  |  |  |  |  | X |
| UT |  | X |  |  |  |  |  |  | X |
| VT |  | X |  |  |  |  |  |  | X |
| VA |  | X |  |  |  |  |  |  | X |
| WA |  | X |  |  |  |  |  |  | X |
| WV |  | X |  |  |  |  |  |  | X |
| WI |  | X |  |  |  |  |  |  | X |
| WY |  | X |  |  |  |  |  |  | X |
| PR |  | X |  |  |  |  |  |  | X |

<http://www.sec.gov/divisions/corpfin/forms/d.htm>  
 Last update: 08/27/1999

**MINI-SUB CAPITAL FUND, LLC.**

SUITE "B" 2140 WEST CHARLESTON BLVD.

LAS VEGAS, NV. 89102

June 26, 2000

Mr. Dirk Cable  
Securities Investigator  
Office of the Secretary of State  
State of Missouri  
Securities Division  
PO Box 1267  
Jefferson City, Mo. 65102

Delivered by: US Mail, and;  
Facsimile to: 573.526.3124

Dear Mr. Cable:

Further to your registered letter dated June 7, 2002 we would like to answer the questions and concerns contained therein. Our intention is and always will be, regardless of the outcome of this condition, to fully cooperate with the Division.

On February 19, 2002 we filed a Notice of Sale of Securities, Pursuant to Regulation D, Section 4(6) and Uniform Limited Offering Exemption with the US Securities and Exchange Commission in Washington, D.C. When we received notification from your office, we initiated a review of the facts as we knew them. A review of the SEC web site failed to turn up any filing information with regards to Mini-Sub Capital Fund, LLC. Subsequent to that condition, I have initiated a letter to their offices as attached, requesting information from them.

Mini-Sub Capital Fund, LLC is relying on the Form D and ULOE exemption which we understand permits the company the opportunity self issue shares of the company subject to the rules of the of the 506 Reg D rules. That is, subject to among other rules, the solicitation of "sophisticated accredited investors" by Officers and Directors of the company.

Notwithstanding this exemption, further investigation revealed that Missouri was on DO NOT CALL status. Referrals of qualified sophisticated accredited investors which our Officers and Directors contact with were purged including, but not limited to Missouri. This is further perplexing to me, but nevertheless the responsibility ultimately rests with my office. I have reviewed the telephone call logs (included in mailing) and have found that the call volume into the state was very low but nonetheless, a dozen so names slipped by our system. I am informed by my Executive Vice President that several of the individuals we talked to were actually contacted in neighboring states and also had residences or offices in Missouri and subsequently received calls in both states.

---

TOLL FREE: 1.866.995.9559  
TEL: 604.557.9559 FAX: 604.557.9558  
E-MAIL: MINISUB@SHAW.CA

It also appears that the bulk of the calls were with just a few prospects who expressed interest in the program and subsequently the call volume between our Officers and Directors were higher in those cases.

Please be advised that according to our records two Offering memorandums were sent to residents of Missouri as follows:

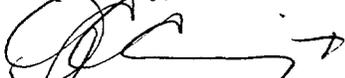
1. Mr. Robert Brown 315 Red Devil Rd. Hannibal, MO 63401
2. Dianne Hankton 114 Radne Pinewoods St. Louis Mo 33141

There have been NO subscriptions submitted or accepted from anyone from the State of Missouri. No money or payment in any form has been exchanged between any Officers or Directors of Mini-Sub Capital Fund, LLC or any of its affiliated companies, with any person or entity resident of Missouri.

With respect to Mr. Glen Scholsser and his capacity as registered agent for Mini-Sub Capital Fund, LLC, he does not engage in any solicitation for the company in any manner. He simply provides the company with office management and representation in our Las Vegas offices.

In summation, we believe that the exemption offered by the Form D and ULOE filing exempts the company with regard to the Self Issue. Nevertheless, it was not our intention that any materials go to residents of the State of Missouri. We have taken precautions to assure that in the future no contact is made and that any contact already initiated stop.

Respectfully,



Gregory C Carrington  
Mini-Sub Capital Fund, LLC