

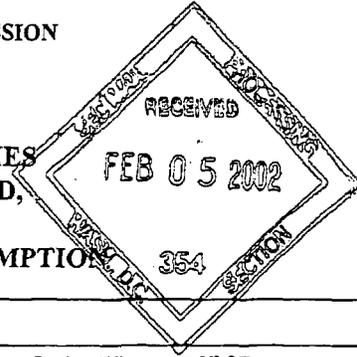
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

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



02056217



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

Limited Partnership Interests in Amphora Fund, LLLP

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.)

Amphora Fund, LLLP

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

2901 Ohio Blvd., Suite 242, Terre Haute, IN 47803 (812) 242-9113

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Same as Executive Offices

Brief Description of Business

Pool capital for investment in hedge fund.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: 10 01 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE
(CN for Canada; FN for other foreign jurisdiction)

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)

The Vernalis Group, LLC

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

2901 Ohio Blvd., #242, Terre Haute, IN 47803

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

Full Name (Last name first, if individual)

Cash Concrete Corporation

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

1541 South County Road 450 East, Greencastle, IN 46135

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

Full Name (Last name first, if individual)

Card, Joseph

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

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OR

3131 East Oregon Church Road, Terre Haute, Indiana 47802

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

Full Name (Last name first, if individual)

Cahill, Mary

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

4240 Hulman Street, Terre Haute, IN 47803

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

Full Name (Last name first, if individual)

Combs, Charles

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

8935 Woodacre Lane, Indianapolis, IN 46234

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

Full Name (Last name first, if individual)

Exline, James

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

249 West Washington Street, Sullivan, IN 47882

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)

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering.....
Answer also in Appendix, Column 2, if filing under ULOE. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual?..... | | \$100,000 |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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)

None

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

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	\$ 0	\$ 0

Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify) Limited Partnership Interests in limited liability limited partnership	Unlimited	\$ 793,105.41
Total	Unlimited	\$ 793,105.41

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 amount 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	5	\$ 793,105.41
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	5	\$ 793,105.41

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	N/A	\$
Regulation A	N/A	\$
Rule 504	N/A	\$
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"/>	\$ 0
Printing and Engraving Costs	<input type="checkbox"/>	\$ 540.00
Legal Fees	<input type="checkbox"/>	\$ 30,690.89
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify) postage/delivery and IRA Trustee's Fees	<input type="checkbox"/>	\$ 161.96
Total	<input type="checkbox"/>	\$ 31,392.85

- 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.

4.a. This difference is the "adjusted gross proceeds to the issuer."

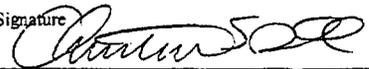
\$ 761,712.56

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"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
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"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify): <u>Investment in securities and other tangible investment instruments</u>	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 761,712.56
Column Totals	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 761,712.56

D. FEDERAL SIGNATURE

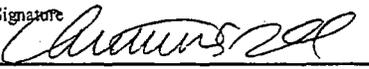
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) The Amphora Fund, LLLP	Signature 	Date January 30, 2002
Name of Signer (Print or Type) Christopher S. Doll	Title of Signer (Print or Type) Co-Manager of The Vernalls Group, LLC, the Issuer's General Partner	

E. STATE SIGNATURE

- 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.
- 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.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 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) The Amphora Fund, LLLP	Signature 	Date January 30, 2002
Name of Signer (Print or Type) Christopher S. Doll	Title of Signer (Print or Type) Co-Manager of The Vernalls Group, LLC, the Issuer's General Partner	

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) Investor Capital Units \$ _____	4 Type of investor and Amount purchased in State (Part C-Item 2)				5 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							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	Unlimited	5	\$793,105.41	0	0		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
MN		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