

21C-11411-36

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 state exemption unless such exemption is predicated on the filing of a federal notice.



02063718

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

RECEIVED
MAY 15 2001
456
SECTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Hall & Maher Enterprises Magoffin County 2001-2 LTD

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

Filing Under (Check box(es) that apply):
 Rule 504 Rule 505 Rule 506 Section 4(6)

U LOE
PROCESSED
MAY 25 2001
THOMSON FINANCIAL

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.)

Hall & Maher Enterprises Magoffin County 2001-2 LTD

Address of Executive Offices (Number and Street, City, State, Zip Code) (859)381-9446

Telephone Number (Including Area Code)

401 West Main Street, Suite 319, Lexington, KY 40507

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

file

Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

Drill one and reopen one natural gas well in Magoffin County, Kentucky

Type of Business
Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

[0]5] 2001

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

[K][Y]

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: *Kentucky*

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 Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hall & Maher Enterprises, LLC

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

401 West Main Street, Ste. 319, Lexington, KY 40507

Check Box Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hall, David

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

401 West Main Street, Ste. 319, Lexington, KY 40507

Check Box Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Maher, Jennifer

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

401 West Main Street, Ste. 319, Lexington, KY 40507

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

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?..... \$ 11,900
- 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)

Blackwell, Bill

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

401 West Main Street, Ste. 319, Lexington, KY 40507

Name of Associated Broker or Dealer

"Issuer Agent"

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] [ND] [NE] [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)

McDonald, Gary

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

401 West Main Street, Ste. 319, Lexington, KY 40507

Name of Associated Broker or Dealer

"Issuer Agent"

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.

Use aggregate offering price and amount already sold for exchange offering. Check 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	\$ <u>299,500</u>	\$ <u>23,800</u>
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>299,500</u>	\$ <u>23,800</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>2</u>	\$ <u>23,800</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
505 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.

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 checked="" type="checkbox"/>	\$ 1,000 ⁰⁰
Legal Fees	<input checked="" type="checkbox"/>	\$ 5,000 ⁰⁰
Accounting Fees	<input checked="" type="checkbox"/>	\$ 2,000 ⁰⁰
Engineering Fees	<input checked="" type="checkbox"/>	\$ 2,000 ⁰⁰
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 35,460 ⁰⁰
Other Expenses (identify) <i>Administrative Fee</i>	<input type="checkbox"/>	\$ 10,000 ⁰⁰
Total	<input type="checkbox"/>	\$ 55,460 ⁰⁰

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."

\$ 244,040⁰⁰

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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Turnkey drilling and completion</u> <u>for two wells</u>	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>244,040⁰⁰</u>
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>244,040</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>244,040</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) <i>Hall & Maher Enterprises Masoffin County 2001-2 LTD</i>	Signature <i>[Signature]</i>	Date <i>5/11/01</i>
Name of Signer (Print or Type) <i>David Hall</i>	Title of Signer (Print or Type) <i>Managing Partner</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) <i>Hall & Maher Enterprises Magoffin County 2001-2 LTD</i>	Signature <i>David Hall</i>	Date <i>5/11/01</i>
Name of Signer (Print or Type) <i>David Hall</i>	Title (Print or Type) <i>Managing Partner</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 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)	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	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
AK	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
AZ	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
AR	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
CA	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
CO	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
CT	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
DE	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
DC	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>
FL	<input checked="" type="checkbox"/>								<input checked="" type="checkbox"/>

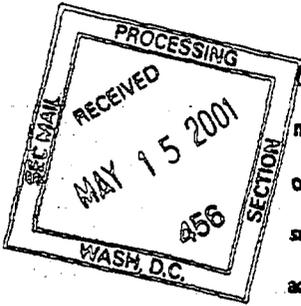
GA	✓									✓
HI	✓									✓
ID	✓									✓
IL	✓									✓
IN	✓									✓
IA	✓									✓
KS	✓									✓
KY	✓									✓
LA	✓									✓
ME	✓									✓
MD	✓									✓
MA	✓									✓
MI	✓									✓
MN	✓									✓
MS	✓									✓
MO	✓									✓
MT	✓									✓
NE	✓									✓
NV	✓									✓
NH	✓									✓
NJ	✓									✓
NM	✓									✓
NY	✓									✓
NC	✓									✓
ND	✓									✓
OH	✓									✓
OK	✓									✓
OR	✓									✓
PA	✓									✓
RI	✓									✓
SC	✓									✓
SD	✓									✓
TN	✓									✓
TX	✓									✓
UT	✓									✓
VT	✓									✓
VA	✓									✓
WA	✓									✓
WV	✓									✓
WI	✓									✓
WY	✓									✓

FORM U-2—UNIFORM CONSENT TO SERVICE OF PROCESS

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Hall & Maher Enterprises
Magee/FIA County 2001-2 LTD, (a corporation), Limited (a partnership),
) organized under the laws of Kentucky 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:

Hall & Maher Enterprises LLC (Name)
401 West Main Street, Ste. 319, Lexington, KY 40507 (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 service of process:

- | | | | |
|---|---|--|---------------------------------------|
| <input checked="" type="checkbox"/> ALABAMA | Secretary of State. | <input checked="" type="checkbox"/> DELAWARE | Securities Commissioner. |
| <input checked="" type="checkbox"/> ALASKA | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development. | <input checked="" type="checkbox"/> DISTRICT OF COLUMBIA | Public Service Commission. |
| <input checked="" type="checkbox"/> ARIZONA | The Corporation Commission. | <input checked="" type="checkbox"/> FLORIDA | Department of Banking and Finance. |
| <input checked="" type="checkbox"/> ARKANSAS | The Securities Commissioner. | <input checked="" type="checkbox"/> GEORGIA | Commissioner of Securities. |
| <input checked="" type="checkbox"/> CALIFORNIA | Commissioner of Corporations | <input checked="" type="checkbox"/> GUAM | Administrator, Department of Finance. |
| <input checked="" type="checkbox"/> COLORADO | Securities Commissioner. | <input checked="" type="checkbox"/> HAWAII | Commissioner of Securities |
| <input checked="" type="checkbox"/> CONNECTICUT | Banking Commissioner. | <input checked="" type="checkbox"/> IDAHO | Director, Department of Finance. |
| | | <input checked="" type="checkbox"/> ILLINOIS | Secretary of State. |
| | | <input checked="" type="checkbox"/> INDIANA | Secretary of State. |

Uniform Forms

FORM U-2 (cont.)

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

Dated this 10th day of MAY 2001.

(SEAL)

By Hall & Maker Enterprises, LLC
David W. Hall
 Title Managing Member

CORPORATE ACKNOWLEDGMENT

State or Province of Kentucky
County of FAYETTE ss.

On this 11th day of May, 2001 before me David Hall the undersigned officer, personally appeared Hall & Maher Enterprises, LLC known personally to me to be the Managing Member of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

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



Notary Public/Commissioner of Oaths
My Commission Expires DEC 6th 2003

(SEAL)

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____
County of _____ ss.

On this _____ day of _____, _____ before me, _____ the undersigned officer, 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 used and purposed therein set forth.

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

Notary Public/Commissioner of Oaths
My Commission Expires _____

(SEAL)