

FORM D

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

1213524

OMB APPROVAL	
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Estimated average burden hours per response:	16.00



02068271

FORM D

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

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering: (  check if this is an amendment and name has changed, and indicate change.)  
H & B Energy Partners, LLC Offering of Units

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 the Issuer (  check if this is an amendment and name has changed, and indicate change.)  
H & B Energy Partners, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
72 Deer Path, Dahlonega, GA 30533 706-864-9726

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

Brief Description of Business

Purchase interests in producing oil and gas properties.

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DEC 24 2002

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify): limited liability company, already formed  
 business trust  limited partnership, to be formed

PROCESSED

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

JAN 13 2003  
THOMSON  
FINANCIAL

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. 772(6).

When To File: A notice must be filed on 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 sale 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)  
Barry, Jon A.

Business or Residence Address (Number and Street, City, State, Zip Code)  
6519 Chatham Circle, Rochester Hills, MI, 48306

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

Full Name (Last name first, if individual)  
Berman, Julius

Business or Residence Address (Number and Street, City, State, Zip Code)  
3213 Dresden Way, Augusta, GA 30909

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

Full Name (Last name first, if individual)  
Berthiaume, Walter J.

Business or Residence Address (Number and Street, City, State, Zip Code)  
1118 Carnahan Court, Monument, CO, 80132

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

Full Name (Last name first, if individual)  
Blank, Michael J. and Carmela H.

Business or Residence Address (Number and Street, City, State, Zip Code)  
9447 North 57<sup>th</sup> Street, Paradise Valley, AZ 85253

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

Full Name (Last name first, if individual)  
Bloom, Jeffrey R.

Business or Residence Address (Number and Street, City, State, Zip Code)  
1265 Briardale Lane, Atlanta, GA 30306

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

Full Name (Last name first, if individual)  
Bolton, G. Niles

Business or Residence Address (Number and Street, City, State, Zip Code)  
4735 Harris Trail, Atlanta, GA 30327

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

Full Name (Last name first, if individual)  
Brannon, Wade H., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)  
48 Muscogee Avenue, Atlanta, GA 30305

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Colberg, Alan B.					
Business or Residence Address (Number and Street, City, State, Zip Code) 5605 Cross Gate Drive, NW Atlanta, GA 30327					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Connolly, Vince					
Business or Residence Address (Number and Street, City, State, Zip Code) 360 High Bridge Chase, Alpharetta, GA 30022					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Cook, IV, James M.					
Business or Residence Address (Number and Street, City, State, Zip Code) 10900 Stroup Road, Roswell, GA 30075					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Dean, Lynda G.					
Business or Residence Address (Number and Street, City, State, Zip Code) 8235 Royal St. Georges Way, Duluth, GA 30097					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Epperson, Stanley R.					
Business or Residence Address (Number and Street, City, State, Zip Code) 1591 Ashforde, Marietta, GA 30068					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Garner, Janet R.					
Business or Residence Address (Number and Street, City, State, Zip Code) 1328 Fernwood Circle, Atlanta, GA 30319					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Gay, Dallas F.					
Business or Residence Address (Number and Street, City, State, Zip Code) 3238 Dunlap Drive, Gainesville, GA 30506					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Goldstein, Paul E.					
Business or Residence Address (Number and Street, City, State, Zip Code) 210 Cameron Ridge Drive, Atlanta, GA 303028					

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	H + B Partners, LLC (Adam L. Fuller)				
Business or Residence Address (Number and Street, City, State, Zip Code)	3060 Peachtree Road, Suite 830, Atlanta, GA 30305				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Laettner, Lisa E.				
Business or Residence Address (Number and Street, City, State, Zip Code)	511 Arnon Meadow Road, Great Falls, VA 22066				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	McLeod, Leslie				
Business or Residence Address (Number and Street, City, State, Zip Code)	569 Gramercy Drive, Marietta, GA 30068				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	McNair, John				
Business or Residence Address (Number and Street, City, State, Zip Code)	19414 Settlers Creek, San Antonio, TX 78258				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Moore, D. Erin				
Business or Residence Address (Number and Street, City, State, Zip Code)	7710 Finley Drive, Gainesville, GA 30506				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Mullennix, Scott J.				
Business or Residence Address (Number and Street, City, State, Zip Code)	3781 River Mansion Drive, Duluth, GA 30096				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Paparelli, Charles J.				
Business or Residence Address (Number and Street, City, State, Zip Code)	512 Saddlebred Lane, Marietta, GA 30067				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Parkinson, Jeanette B.				
Business or Residence Address (Number and Street, City, State, Zip Code)	480 Ivy Park Lane, Atlanta, GA 30342				

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Petroleum Partners					
Business or Residence Address (Number and Street, City, State, Zip Code) 72 Deer Path, Dahlonega, GA 30533					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Raber, Steven L					
Business or Residence Address (Number and Street, City, State, Zip Code) 251 Southern Drive, Duluth, GA 30097					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) RAJ Capital Holdings I, LLP (Jackson, Robert)					
Business or Residence Address (Number and Street, City, State, Zip Code) 1075 McConnell Drive, Decatur, GA 30033					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Sacks, Jacqueline					
Business or Residence Address (Number and Street, City, State, Zip Code) 4 Ascot Manor, Atlanta, GA 30327					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Samet, Leonard S.					
Business or Residence Address (Number and Street, City, State, Zip Code) 400 Stanton Drive, Greensboro, NC 27410					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Robert K. Schneider Irrevocable Family Trust					
Business or Residence Address (Number and Street, City, State, Zip Code) 9010 Tarrytown Drive, Richmond, VA 23229					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Shulman, Jonas A.					
Business or Residence Address (Number and Street, City, State, Zip Code) 1210 The By Way, Atlanta, GA, 30306					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Small, William M. Jr.					
Business or Residence Address (Number and Street, City, State, Zip Code) 18 <sup>th</sup> 4 <sup>th</sup> Street, NW Atlanta, GA 30308					

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

Full Name (Last name first, if individual)  
Wilder, Elizabeth M.

Business or Residence Address    (Number and Street, City, State, Zip Code)  
442 Superior Avenue, Decatur, GA 30030

(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?..... N/A
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) person 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)  
 N/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).....  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]	[OK]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WI]	[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]	[OK]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WI]	[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]	[OK]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WI]	[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 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 amount of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....		
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	\$1,231,250	\$1,231,250
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$1,231,250	\$1,231,250

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 amounts of their purchased on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	32	\$1,231,250
Non-accredited Investors.....	0	\$0
Total.....	32	\$1,231,250

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering.....	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$20,000
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$20,000

**C. OFFERING PRICE, NUMBER OF INVENTORS, 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."..... \$1,211,250

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.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments To Other
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 building and facilities .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other business (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 checked="" type="checkbox"/>	\$1,211,250
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$1,211,250

**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) <b>H &amp; B Energy Partners, LLC</b>	Signature 	Date <b>12-19-02</b>
Name of Signer (Print or Type) Fred H. Vollbeer	Title of Signer (Print or Type) Principal of Preferred Partners LP, a partner of Petroleum Partners General Partnership, the Managing Member of the Issuer	

**ATTENTION**

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

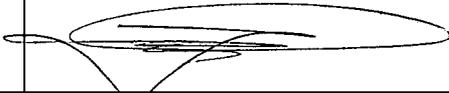
**E. STATE SIGNATURE**

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 917 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) H & B Energy Partners, LLC	Signature 	Date 12-19-02
Name of Signer (Print or Type) Fred H. Vollbeer	Title of Signer (Print or Type) Principal of Preferred Partners LP, a partner of Petroleum Partners General Partnership, the Managing Member of the Issuer	

*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	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X		1	\$50,000				X
AR									
CA									
CO		X		1	\$25,000				X
CT									
DE									
DC									
FL									
GA		X		25	\$906,250				X
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI		X		1	\$50,000				X
MN									
MS									
MO									

**APPENDIX**

1	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				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Type of investor and amount purchased in State (Part C-Item 2)				Yes	No
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount		
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC		X		1	\$25,000				X
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X		1	\$50,000				X
UT									
VT									
VA		X		2	\$125,000				X
WA									
WV									

WI									
WY									
PR									