

FORM D

**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**

OMB APPROVAL

OMB Number: 3235-0076
Expires: December 31, 1996
Estimated average burden
hours per response:..... 16.00

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)
72 Deer Path, Dahlonega, GA 30533

Telephone Number (Including Area Code)
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.

Type of Business Organization

☐ corporation

☐ business trust

☐ limited partnership, already formed

☐ limited partnership, to be formed

☒ other (please specify): limited liability company, already formed

Actual or Estimated Date of Incorporation or Organization: Month 10 Year 2002 ☒ 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

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)
The Actkinson Family Trust (Actkinson, Jeffrey M.)

Business or Residence Address (Number and Street, City, State, Zip Code)
2692 Tucker Lane, Rossmoor, CA 90720

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

Full Name (Last name first, if individual)
Harold E. Actkinson Revocable Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
7725 4th Place, Downey, CA 90241

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 57th 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Bransford, Stephen H.					
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 University Dr., N.E. 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) Cage, Rodney					
Business or Residence Address (Number and Street, City, State, Zip Code) 209 Palisades, Peachtree City, GA 30269					
Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Kaczmarowski, Ted J.					
Business or Residence Address (Number and Street, City, State, Zip Code) 603 Townsend Place, 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) Katz, Monica J.					
Business or Residence Address (Number and Street, City, State, Zip Code) 1582 Mason Mill Road, Atlanta, GA 30329					
Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Oliver, Thomas W.					
Business or Residence Address (Number and Street, City, State, Zip Code) 87 West View Lane, Eatonton, GA 31024					
Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Patton, John M.					
Business or Residence Address (Number and Street, City, State, Zip Code) 205 West Village Beach Road, Santa Rosa Beach, FL					

Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☒ Executive Officer	☒ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Reedy, William Scott & Heather T.					
Business or Residence Address (Number and Street, City, State, Zip Code) 600 Woodstream Court, Roswell, GA 30075					
Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Reedy, Warren T.					
Business or Residence Address (Number and Street, City, State, Zip Code) 1110 Old Woodbine Road, Atlanta, GA 30319					
Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ 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: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ 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: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ 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 th 4 th 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 INVENTORS, 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		
☒ Common ☐ Preferred	\$1,550,000	\$1,550,000
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$1,550,000	\$1,550,000

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	42	\$1,550,000
Non-accredited Investors	0	\$0
Total	42	\$1,550,000

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	☐	\$
Printing and Engraving Costs	☐	\$
Legal Fees	☒	\$20,000
Accounting Fees	☐	\$
Engineering Fees	☐	\$
Sales Commissions (specify finders' fees separately)	☐	
Other Expenses (identify)	☐	\$
Total	☒	\$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."

\$1,530,000

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 Other
Salaries and fees	☐	\$	☐ \$
Purchase of real estate	☐	\$	☐ \$
Purchase, rental or leasing and installation of machinery and equipment	☐	\$	☐ \$
Construction or leasing of plant building and facilities	☐	\$	☐ \$
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)	☐	\$	☐ \$
Repayment of indebtedness	☐	\$	☐ \$
Working capital	☐	\$	☒ \$1,530,000
Other (specify):	☐	\$	☐ \$
.....	☐	\$	☐ \$
Column Totals	☐	\$	☐ \$
Total Payments Listed (column totals added)		☒	\$1,530,000

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 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) H & B Energy Partners, LLC	Signature 	Date 1-6-03
Name of Signer (Print or Type) Fred H. Vollbeer	Title of Signer (Print or Type) Principal & 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 1-6-03
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 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									
AK									
AZ		X		1	\$50,000				X
AR									
CA		X		2	\$100,000				X
CO		X		1	\$25,000				X
CT									
DE									
DC									
FL		X		1	\$25,000				X
GA		X		32	\$1,100,000				X
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI		X		1	\$50,000				X
MN									
MS									
MO									

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
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									