

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
 Manager

Full Name (Last name first, if individual)

Wiggin GP I, LLC

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

5801 North Broadway, Suite 120, Oklahoma City, OK 73118

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

Sponsor and Beneficial Owner of the General Partner

Full Name (Last name first, if individual)

Wiggin, Charles E.

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

5801 North Broadway, Suite 120, Oklahoma City, OK 73118

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

Sponsor and Beneficial Owner of the General Partner

Full Name (Last name first, if individual)

Huffman, David A.

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

5801 North Broadway, Suite 120, Oklahoma City, OK 731184

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

Sponsor and Beneficial Owner of the General Partner

Full Name (Last name first, if individual)

Strange, William T.

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

5801 North Broadway, Suite 120, Oklahoma City, OK 73118

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 300,000.00*
 * Subject to the discretion of the General Partner to accept a smaller Minimum Subscription
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 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. None

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]	[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

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[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 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	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ _____	\$ _____
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$50,000,000	\$ -0-
Other (Specify _____)	\$ _____	\$ _____
Total	\$50,000,000	\$ -0-

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	0	\$ 0
Non-accredited Investors	0	\$ 0
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, 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 N/A	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.

Organizational Fee	<input checked="" type="checkbox"/>	\$150,000
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 5,000
Legal Fees	<input checked="" type="checkbox"/>	\$137,500
Accounting Fees	<input type="checkbox"/>	\$ 5,000
Engineering Fees (appraisal fees)	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>State filing fees</u>	<input checked="" type="checkbox"/>	\$ 2,500
Total	<input checked="" type="checkbox"/>	\$300,000

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

4. 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." \$49,700,000

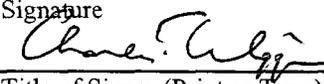
5. Indicate the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Please also see attached "Use of Proceeds" section of Private Placement Memorandum.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Payments to Sellers of Real Estate	<input checked="" type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$45,474,000
Commissions related to real estate.....	<input checked="" type="checkbox"/> \$ 454,740	<input checked="" type="checkbox"/> \$ 1,543,260
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Advertising	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Equipment	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Working Capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Other (specify): <u>Costs of inspections, prepaid interest, points, loan commitment fees, title insurance, legal fees, transfer taxes, closing costs and other costs of acquisition of real estate</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 2,228,000
.....		
Column Totals	<input checked="" type="checkbox"/> \$ 454,740	<input checked="" type="checkbox"/> \$49,245,260
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$49,700,000	

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 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) Wiggin Real Estate Fund I, L.P.	Signature 	Date 1-17-03
Name of Signer (Print or Type) Charles E. Wiggin	Title of Signer (Print or Type) Manager of Wiggin Properties, LLC, as the Manager of Wiggin GP I, LLC, as the General Partner of Wiggin Real Estate Fund I, L.P.	

ATTENTION

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

other Partners. The income taxes payable with respect to those Net Profits may exceed the distributions of Capital Transaction Proceeds generated by the sale of the Property. If Net Profits are specially allocated in this manner, Capital Transaction Proceeds will, nonetheless, be distributed to the Partners ratably according to the Partnership Agreement, without regard to this special adjustment. In addition as noted above, Section 704(c) will reduce allocations of depreciation expense to a Partner that has contributed Noncash Property.

USE OF PROCEEDS

Use of Proceeds

The Minimum Subscription will be \$5,000,000 and the Maximum Subscription will be \$50,000,000. Such amounts are anticipated to be expended by the Partnership for the purposes and in the estimated amounts shown below. **ACTUAL EXPENDITURES MAY VARY MATERIALLY FROM THESE ESTIMATES.**

	<u>Minimum Subscription</u>	<u>Percent</u>	<u>Maximum Subscription</u>	<u>Percent</u>
Gross Offering Proceeds	<u>\$5,000,000</u>	<u>100.0%</u>	<u>\$50,000,000</u>	<u>100.0%</u>
Organizational Expenses (1)	100,000	2.0%	150,000	0.3%
Organizational Fee (2)	<u>15,000</u>	<u>0.3%</u>	<u>150,000</u>	<u>0.3%</u>
Amount Available for Investment	<u>\$4,885,000</u>	<u>97.7%</u>	<u>\$49,700,000</u>	<u>99.4%</u>
Payments to Sellers	4,469,200	89.4%	45,474,000	90.9%
Commissions (3)	195,400	3.9%	1,998,000	4.0%
Other Costs (4)	<u>220,400</u>	<u>4.4%</u>	<u>2,228,000</u>	<u>4.5%</u>
Total Application of Proceeds	<u>\$5,000,000</u>	<u>100.0%</u>	<u>\$50,000,000</u>	<u>100.0%</u>

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- (1) Includes legal, accounting, printing, filing fee and other expenses of this Offering.
 - (2) A 0.3% non-recurring Organizational Fee (not to exceed \$150,000) to be received by Wiggin Properties.
 - (3) "Commissions" include all fees and commissions paid by the Partnership to any person (including the 1% Acquisition Fee) in connection with the selection and purchase of any Property by the Partnership. Excludes Incentive Acquisition Fee. See "Compensation".
 - (4) Includes costs of inspections, prepaid interest, points, loan commitment fees, title insurance, legal fees, transfer taxes, closing costs and other costs of acquisition.