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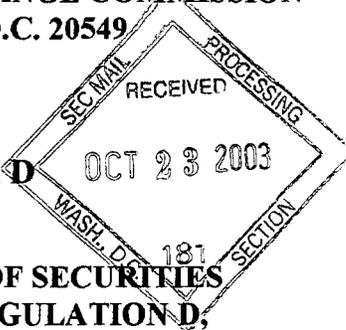
ATTENTION

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.

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response.

FORM D



PROCESSED
OCT 24 2003

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	

THOMSON FINANCIAL

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) [] ULOE

Type of Filing: New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
Phoenix Satellite Communications Corporation

Address of Executive Offices 15663 El Estado Dr. Dallas, TX 1-972-763-1969



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

Full Name (Last name first, if individual) Macer, Jason

Business or Residence Address 15663 El Estado Dr. Dallas, TX 75248

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

Full Name (Last name first, if individual) Macer, Thomas

Business or Residence Address 507 South Elm St. New Boston, TX 75570

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?..... \$ 100.00

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) Macer, Jason Blair

Business or Residence Address : 15663 El Estado Dr. Dallas, TX 75248

Name of Associated Broker or Dealer : Phoenix Satellite Communications Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [X] 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]

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 1,000,000.00	\$ 0
Equity	\$ 0	\$ 0
	[X] Common [] Preferred	
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____).	\$ 0	\$ 0
Total	\$ 1,000,000.00	\$ 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)	0	\$ 0

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.

Business or Residence Address : 15663 El Estado Dr. Dallas, TX 75248

Name of Associated Broker or Dealer : Phoenix Satellite Communications Corporation

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]

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 1,000,000.00	\$ 0
Equity	\$ 0	\$ 0
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 1,000,000.00	\$ 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)	0	\$ 0

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
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	Equity _____	\$ 0 _____
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 checked="" type="checkbox"/>	\$ 1,250.00 _____
Legal Fees	<input type="checkbox"/>	\$ _____
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 type="checkbox"/>	\$ 1,250.00 _____

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." \$998,750.00

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"/> \$ 364,000	<input type="checkbox"/> \$ 0 _____
Purchase of real estate	<input type="checkbox"/> \$ 0 _____	<input type="checkbox"/> \$ 0 _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0 _____	<input type="checkbox"/> \$ 0 _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ 10,800 _____	<input type="checkbox"/> \$ 0 _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ 0 _____	<input type="checkbox"/> \$ 0 _____
Repayment of indebtedness	<input type="checkbox"/> \$ 0 _____	<input type="checkbox"/> \$ 0 _____
Working capital	<input type="checkbox"/> \$ 625,200 _____	<input type="checkbox"/> \$ 0 _____
Other (specify): _____	<input type="checkbox"/>	<input type="checkbox"/>

Column Totals

Total Payments Listed (column totals added)

\$ 0 \$ 0

[] []

\$ 0 \$ 0

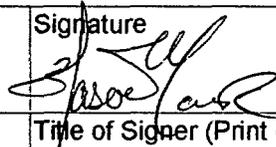
[] []

\$ 1,000,000 \$ 0

[] \$ 1,000,000

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)	Signature	Date
Phoenix Satellite Communications Corporation		10/14/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Jason Blair Macer	Chairman/COO	

ATTENTION

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

E. STATE SIGNATURE

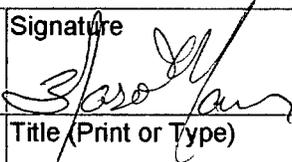
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
[] [X]

.....

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) Phoenix Satellite Communications Corporation	Signature 	Date 10/14/03
Name of Signer (Print or Type) Jason Blair Macer	Title (Print or Type) Chairman/COO	

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	X		Stock - \$5	NA	NA	NA	NA		NA
AK	X		Stock	NA	NA	NA	NA		NA
AZ	X		Stock	NA	NA	NA	NA		NA
AR	X		Stock	NA	NA	NA	NA		NA
CA	X		Stock	NA	NA	NA	NA		NA
CO	X		Stock	NA	NA	NA	NA		NA
CT	X		Stock	NA	NA	NA	NA		NA
DE	X		Stock	NA	NA	NA	NA		NA
DC	X		Stock	NA	NA	NA	NA		NA
FL	X		Stock	NA	NA	NA	NA		NA
GA	X		Stock	NA	NA	NA	NA		NA
HI	X		Stock	NA	NA	NA	NA		NA
ID	X		Stock	NA	NA	NA	NA		NA
IL	X		Stock	NA	NA	NA	NA		NA
IN	X		Stock	NA	NA	NA	NA		NA

IA	X		Stock	NA	NA	NA	NA		NA
KS	X		Stock	NA	NA	NA	NA		NA
KY	X		Stock	NA	NA	NA	NA		NA
LA	X		Stock	NA	NA	NA	NA		NA
ME	X		Stock	NA	NA	NA	NA		NA
MD	X		Stock	NA	NA	NA	NA		NA
MA	X		Stock	NA	NA	NA	NA		NA
MI	X		Stock	NA	NA	NA	NA		NA
MN	X		Stock	NA	NA	NA	NA		NA
MS	X		Stock	NA	NA	NA	NA		NA
MO	X		Stock	NA	NA	NA	NA		NA
MT	X		Stock	NA	NA	NA	NA		NA
NE	X		Stock	NA	NA	NA	NA		NA
NV	X		Stock	NA	NA	NA	NA		NA
NH	X		Stock	NA	NA	NA	NA		NA
NJ	X		Stock	NA	NA	NA	NA		NA
NM	X		Stock	NA	NA	NA	NA		NA
NY	X		Stock	NA	NA	NA	NA		NA
NC	X		Stock	NA	NA	NA	NA		NA
ND	X		Stock	NA	NA	NA	NA		NA
OH	X		Stock	NA	NA	NA	NA		NA
OK	X		Stock	NA	NA	NA	NA		NA
OR	X		Stock	NA	NA	NA	NA		NA
PA	X		Stock	NA	NA	NA	NA		NA
RI	X		Stock	NA	NA	NA	NA		NA
SC	X		Stock	NA	NA	NA	NA		NA
SD	X		Stock	NA	NA	NA	NA		NA
TN	X		Stock	NA	NA	NA	NA		NA
TX	X		Stock	NA	NA	NA	NA		NA
UT	X		Stock	NA	NA	NA	NA		NA
VT	X		Stock	NA	NA	NA	NA		NA
VA	X		Stock	NA	NA	NA	NA		NA
WA	X		Stock	NA	NA	NA	NA		NA

WV	X		Stock	NA	NA	NA	NA		NA
WI	X		Stock	NA	NA	NA	NA		NA
WY	X		Stock	NA	NA	NA	NA		NA
PR	X		Stock	NA	NA	NA	NA		NA

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002