

FORM D

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

1277294

OMB Approval

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PROCESSED
JAN 23 2004
THOMSON FINANCIAL

RECEIVED
JAN 22 2004
SEC. 155

FORM D

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

Table with 2 columns: Prefix, Serial. Row 1: DATE RECEIVED.

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

Offering of Limited Liability Company Class A Membership 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



04006079

1. Enter the information requested about the issuer

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

Windsor Capital Partners Fund I, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)
One Discovery Square, 12010 Sunset Hills Road, Suite 700, Reston, VA 20190

Telephone Number (Including Area Code)
(703) 471-8500

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

To invest in businesses principally focused on the defense, aerospace, government information technology and government services markets.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month 1 0, Year 0 3, 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) DE

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 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 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 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.

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.

SEC 1972 (2-97)
[Signature]

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)

Windsor Capital Advisors Fund I, LLC

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

One Discovery Square, 12010 Sunset Hills Road, Suite 700, Reston, Virginia 20190

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

Full Name (Last name first, if individual)

Knop, J. Richard

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

One Discovery Square, 12010 Sunset Hills Road, Suite 700, Reston, Virginia 20190

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

Full Name (Last name first, if individual)

Allen, John

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

One Discovery Square, 12010 Sunset Hills Road, Suite 700, Reston, Virginia 20190

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

Full Name (Last name first, if individual)

Kaufman, Jason

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

One Discovery Square, 12010 Sunset Hills Road, Suite 700, Reston, Virginia 20190

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

Full Name (Last name first, if individual)

Shiva Enterprises Family Limited Partnership

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

c/o General Partner, 33 W. First Street, Dayton, Ohio 45402

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

Full Name (Last name first, if individual)

Dalton, Dana H.

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

709 Canyon Greens Drive, Las Vegas, Nevada 89144

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

Full Name (Last name first, if individual)

Indus Holdings, LLC

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

c/o Shivram M. Krishnan, 1953 Gallows Road, Suite #300, Vienna, Virginia 22182

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

B. INFORMATION ABOUT OFFERING

Yes No

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?
 Answer also in Appendix, Column 2, if filing under ULOE.

\$ 250,000*

2. What is the minimum investment that will be accepted from any individual?

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.

*unless the Company decides otherwise.

Full Name (Last name first, if individual)

N/A

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

N/A

Name of Associated Broker or Dealer

N/A

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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| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
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| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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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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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(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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 15,000,000	\$ 11,970,000
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify __)	\$ 0	\$ 0
Total.....	\$ 15,000,000	\$ 11,970,000

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 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.....	34	\$ 11,970,000
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	N/A	\$ N/A

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	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total.....	N/A	\$ N/A

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS (cont'd)

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"/>	\$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 1,000
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 80,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 5,000
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (Specify finder's fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (postage, travel, bank charges, licenses, meals/entertainment).....	<input checked="" type="checkbox"/>	\$ 4,000
Total.....	<input checked="" type="checkbox"/>	\$ 90,000

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.".....

\$ 11,880,000

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
Others

Salaries and fees.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase of real estate.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
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"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Repayment of indebtedness.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Working capital.....	<input type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>11,880,000</u>
Other (Specify).....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>

Column Totals..... \$ 0 \$ 11,880,000

Total Payments Listed (column totals added)..... \$ 11,880,000

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) Windsor Capital Partners Fund I, LLC	Signature <i>J. Richard Knop</i>	Date 1/16/2004
Name of Signer (Print or Type) J. Richard Knop	Title of Signer (Print or Type) Managing Member, Windsor Capital Advisors Fund I, LLC, a Delaware limited liability company and 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

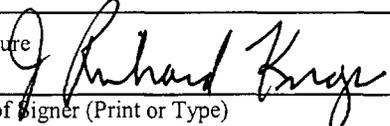
1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

Not applicable to offerings of a federal covered security exempt under Regulation D and § 18(b)(4)(D) of NSMIA.

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 duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Windsor Capital Partners Fund I, LLC	Signature 	Date 1/16/2004
Name of Signer (Print or Type) J. Richard Knop	Title of Signer (Print or Type) Managing Member, Windsor Capital Advisors Fund I, LLC, a Delaware limited liability company and 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 Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	Membership Units \$1,000,000	3	\$750,000	0	\$0		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	Membership Units \$5,000,000	5	\$1,300,000	0	\$0		X
MA		X	Membership Units \$5,000,000	4	\$885,000	0	\$0		X
MI									
MN									
MS									
MO									
MT									
NE									
NV		X	Membership Units \$5,000,000	1	\$1,000,000	0	\$0		X
NH									

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 Nonaccredited Investors	Amount	Yes	No
NJ									
NM									
NY									
NC		X	Membership Units \$1,000,000	1	\$250,000	0	\$0		X
ND									
OH		X	Membership Units \$3,000,000	1	\$1,500,000	0	\$0		X
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	Membership Units \$10,000,000	19	\$6,285,000	0	\$0		X
WA									
WV									
WI									
WY									
PR									

1496579_v1

UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Windsor Capital Partners Fund I, LLC, a limited liability company organized under the laws of the State of Delaware, 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:

J. Richard Knop, Managing Member, c/o Windsor Capital Advisors Fund I, LLC
(Name)

One Discovery Square, 12010 Sunset Hills Road, Suite 700, Reston, Virginia 20190
(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

- | | | | |
|-----------------------------|--|--|--------------------------------------|
| <input type="checkbox"/> AL | Secretary of State | <input checked="" type="checkbox"/> FL | Dept. of Banking and Finance |
| <input type="checkbox"/> AK | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input type="checkbox"/> GA | Commissioner of Securities |
| <input type="checkbox"/> AZ | The Corporation Commission | <input type="checkbox"/> GUAM | Administrator, Department of Finance |
| <input type="checkbox"/> AR | The Securities Commissioner | <input type="checkbox"/> HI | Commissioner of Securities |
| <input type="checkbox"/> CA | Commissioner of Corporations | <input type="checkbox"/> ID | Director, Department of Finance |
| <input type="checkbox"/> CO | Securities Commissioner | <input type="checkbox"/> IL | Secretary of State |
| <input type="checkbox"/> CT | Banking Commissioner | <input type="checkbox"/> IN | Secretary of State |
| <input type="checkbox"/> DE | Securities Commissioner | <input type="checkbox"/> IA | Commissioner of Insurance |

- | | | | | | |
|-------------------------------------|----|--|-------------------------------------|----|---|
| <input type="checkbox"/> | DC | Dept. of Insurance & Securities Regulation | <input type="checkbox"/> | KS | Secretary of State |
| <input type="checkbox"/> | KY | Director, Division of Securities | <input checked="" type="checkbox"/> | OH | Secretary of State |
| <input type="checkbox"/> | LA | Commissioner of Securities | <input type="checkbox"/> | OR | Director, Department of Insurance and Finance |
| <input type="checkbox"/> | ME | Administrator, Securities Division | <input type="checkbox"/> | OK | Securities Administrator |
| <input checked="" type="checkbox"/> | MD | Commissioner of the Division of Securities | <input type="checkbox"/> | PA | Pennsylvania does not require filing of a Consent to Service of Process |
| <input checked="" type="checkbox"/> | MA | Secretary of State | <input type="checkbox"/> | PR | Commissioner of Financial Institutions |
| <input type="checkbox"/> | MI | Commissioner, Office of Financial and Insurance Services | <input type="checkbox"/> | RI | Director of Business Regulation |
| <input type="checkbox"/> | MN | Commissioner of Commerce | <input type="checkbox"/> | SC | Securities Commissioner |
| <input type="checkbox"/> | MS | Secretary of State | <input type="checkbox"/> | SD | Director of the Division of Securities |
| <input type="checkbox"/> | MO | Securities Commissioner | <input type="checkbox"/> | TN | Commissioner of Commerce and Insurance |
| <input type="checkbox"/> | MT | State Auditor and Commissioner of Insurance | <input type="checkbox"/> | TX | Securities Commissioner |
| <input type="checkbox"/> | NE | Director of Banking and Finance | <input type="checkbox"/> | UT | Director, Division of Securities |
| <input checked="" type="checkbox"/> | NV | Secretary of State | <input type="checkbox"/> | VT | Commissioner of Banking, Insurance, Securities & Health Administration |
| <input type="checkbox"/> | NH | Secretary of State | <input checked="" type="checkbox"/> | VA | Clerk, State Corporation Commission |
| <input type="checkbox"/> | NJ | Chief, Securities Bureau | <input type="checkbox"/> | WA | Director of the Department of Licensing |
| <input type="checkbox"/> | NM | Director, Securities Division | <input type="checkbox"/> | WV | Commissioner of Securities |
| <input type="checkbox"/> | NY | Secretary of State | <input type="checkbox"/> | WI | Department of Financial Institutions, Division of Securities |
| <input checked="" type="checkbox"/> | NC | Secretary of State | <input type="checkbox"/> | WY | Secretary of State |
| <input type="checkbox"/> | ND | Securities Commissioner | | | |

Dated this 16th day of January 2004.

Windsor Capital Partners Fund I, LLC, a Delaware limited liability company

By: Windsor Capital Advisors Fund I, LLC, a Delaware limited liability company and its Managing Member

By: J. Richard Knop
J. Richard Knop, Managing Member

INDIVIDUAL, PARTNERSHIP OR LLC ACKNOWLEDGMENT

State of Virginia)
County of Fairfax) ss.

On this 16th day of January 2004, before me, Joyce A. Smith, the undersigned officer, personally appeared J. Richard Knop, who produced _____ as identification, or is to me personally known, and acknowledged the execution of the foregoing instrument for the uses and purposes therein set forth.

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

Joyce A. Smith
Notary Public/Commissioner of Oath
My Commission Expires ~~My Commission Expires~~ November 30, 2006

(SEAL)

Form U-2A - Uniform Corporate Resolution
Uniform Form of Corporate Resolution of

Windsor Capital Partners Fund I, LLC

(Name of Company)

RESOLVED, that it is desirable and in the best interest of this Company that its securities be qualified or registered for sale in various states; that the Managing Member or its appointed agents hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Company as said Managing Member or its appointed agents may deem advisable; that said Managing Member or its appointed agents are hereby authorized to perform on behalf of this Company any and all such acts as they deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such Managing Member or its appointed agents of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Company and the approval and ratification by this Company of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the Managing Member of the Managing Member of the Company, a limited liability company organized and existing under the laws of the State of Delaware; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Managing Member of the Company held on the 16th day of January, 2004, at which meeting was a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 16th day of January 2004.

COMPANY:

Windsor Capital Partners Fund I, LLC, a Delaware limited liability company

By: Windsor Capital Advisors Fund I, LLC, a Delaware limited liability company and its Managing Member

By: J. Richard Knop
J. Richard Knop, Managing Member