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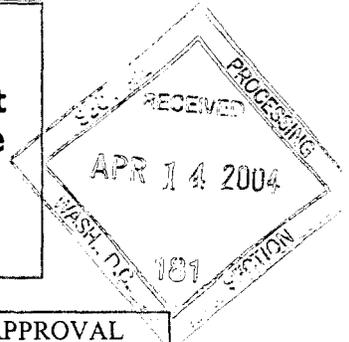
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SEC 1972  
(6-02)

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.

**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... 1

**FORM D**

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

SEC USE ONLY	
Prefix	
DATE RECEIVED	

**PROCESSED**

APR 16 2004

THOMSON FINANCIAL

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

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.)

Wis-Pak, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Area Code)

Barbara Parish, President, 860 West Street, Watertown, Wisconsin 53094, (920) 262-6300  
William Simonis, Secretary-Treasurer, 860 West Street, Watertown, Wisconsin 53094, (920) 262-6300

WMM



- 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. See Attached Sheet

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

---

Full Name (Last name first, if individual) Parish, Barbara

---

Business or Residence Address (Number and Street, City, State, Zip Code) 860 West Street, Watertown, Wisconsin 53094

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

---

Full Name (Last name first, if individual) Simonis, William

---

Business or Residence Address (Number and Street, City, State, Zip Code) 860 West Street, Watertown, Wisconsin 53094

---

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

---

Full Name (Last name first, if individual) See Attached

---

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

---

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

---

Full Name (Last name first, if individual)

---

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

---

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

---

Full Name (Last name first, if individual)

---

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

---

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

---

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 [ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$975,000

3. Does the offering permit joint ownership of a single unit?..... Yes No [ ] [X]

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) NOT APPLICABLE

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

[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

[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 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	Class C Shares	Aggregate Offering Price	Amount Already Sold
Debt .....		\$ _____	\$ _____
Equity .....		\$ <u>30,225,000</u>	\$ <u>28,275,000</u>
	[ ] Common [ ] Preferred		
Convertible Securities (including warrants) .....		\$ _____	\$ _____
Partnership Interests .....		\$ _____	\$ _____
Other (Specify _____).		\$ _____	\$ _____
Total .....		\$ _____	\$ _____

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                      Aggregate

	Investors	Dollar Amount of Purchases
Accredited Investors .....	29	\$ 28,275,000
Non-accredited Investors .....	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, 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 .....		\$
<u>Regulation A</u> .....		\$
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 checked="" type="checkbox"/> \$ 5,000
Legal Fees .....	<input checked="" type="checkbox"/> \$ 25,000
Accounting Fees .....	<input checked="" type="checkbox"/> \$ 20,000
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"/> \$ 50,000

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." ..... \$-28,225,000---

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 .....	[ ]	[ ]
	\$ _____	\$ _____
Purchase of real estate .....	[ ]	[ ]
	\$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	[ ]	[ ]
	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	[ ]	[ ]
	\$ _____	\$ _____
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) .....	[ ]	[ ]
	\$ _____	\$ _____
Repayment of indebtedness .....	[ ]	[ ]
	\$ _____	\$ _____
Working capital .....	[ ]	[ ]
	\$ _____	\$ _____
Other (specify):_Purchase of Units in WP Beverages, LLC	[ ]	[X]
	\$ _____	\$ _28,225,000
_____	[ ]	[ ]
	\$ _____	\$ _____
Column Totals .....	[ ]	[ ]
	\$ _____	\$ _____
Total Payments Listed (column totals added) .....		[X] \$ _28,225,000__

**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
WIS-PAK, INC.	<i>William Simonis</i>	4-17-04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
William Simonis	Secretary	

<p><b>ATTENTION</b></p> <p><b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b></p>
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CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	Stock 4,875,000	5	4,875,000	0	0		X
IN		X	Stock 975,000	1	975,000	0	0		X
IA		X	Stock 1,950,000	2	1,950,000	0	0		X
KS		X	Stock 1,950,000	2	1,950,000	0	0		x
KY									
LA									
ME									
MD									
MA									
MI		X	Stock 1,950,000	2	1,950,000	0	0		X
MN		X	Stock 2,925,000	3	2,925,000	0	0		X
MS									
MO		X	Stock 8,775,000	3	8,775,000	0	0		X
MT									
NE		X	Stock 3,900,000	4	3,900,000	0	0		X
NV									
NH									
NJ									
NM									
NY									
NC									
ND		X	Stock 975,000	1	975,000	0	0		X



**ATTACHMENT TO FORM D**  
**WIS-PAK, INC.**

A.2. ADDITIONAL DIRECTORS

Bud Helpenstell	P.O. Box 6880, Rock Island, IL 61204
Michael Bartel	3400 Solar Avenue, Springfield, IL 62707
James Gantz	W437 Rt. 52N. Dubuque, IA 52001
Ralph LaPoint	1900 West Avenue South, LaCrosse, WI 54602
Michael Baker	P.O. Box 435, Brookfield, MO 64628
Douglas Malmquist	P.O. Box 8006, Madison, WI 53708
Richard Bernick	P.O. Box 7008, St. Cloud, MN 56302
Edward McKelvey	300 Forest Ave., Sheboygan Falls, WI 53085
Daniel Wolff	P.O. Box 89, Wausau, WI 54402
Langer Gokey	P.O. Box 639, Minot, ND 58701
Terry Kubsch	P.O. Box 449, Logansport, MN 46947
Earl Nordby	P.O. Box 1335, Huron, SD 57350