

1288613
OMB APPROVAL
OMB Number: 3235-0076
Expires: December 31, 1993
hours per form: . . . 16.00



FORM D

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	

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

First Security Prospect Joint Venture

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 indicated change)

First Security Prospect Joint Venture

Address of Executive Offices (Number and Street, City, State, Zip Code)
8610 Broadway, First Floor; San Antonio, TX 78217

Telephone Number (Including Area Code)
210-804-1500



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: A Texas joint venture organized to drill and operate two oil and gas wells in Victoria County, Texas

Type of Business Organization

- corporation
- limited partnership, already formed
- other (please specify) Joint Venture Interests
- business trust
- limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month	Year
11	03

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)

TX

PROCESSED

APR 28 2004

THOMSON FINANCIAL

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 & 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, DC 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 the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing a federal notice.

BAM

A. BASIC IDENTIFICATION DATA

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)

Premier Minerals, Inc.

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

8610 Broadway, First Floor; San Antonio, TX 78217

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

Full Name (Last name first, if individual)

Gabrysch, Frank

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

8610 Broadway, First Floor; San Antonio, TX 78217

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

Full Name (Last name first, if individual)

Graham, Hugh

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

8610 Broadway, First Floor; San Antonio, TX 78217

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)

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?..... \$39,600
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)

Business or Residence

Name of Associated Broker or Dealer

Premier Group, Inc. 8610 Broadway, Suite 150 San Antonio, Texas 78217

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

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

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	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify <u>joint venture interests</u>)	\$633,600	\$ _____
Total	\$633,600	\$ _____

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 purchasers on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	_____	_____
Non-accredited Investors.	_____	_____
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	Number Investors	Aggregate Dollar Amount of Purchases
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 Fee.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 2,000
Legal Fees	<input checked="" type="checkbox"/>	\$ 10,000
Accounting Fees.....	<input type="checkbox"/>	\$ 3,000
Engineering Fees.....	<input type="checkbox"/>	\$ _____
<u>Syndication Costs</u> (Specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 95,100
Other expenses (identify) <u>organization costs</u>	<input checked="" type="checkbox"/>	\$ 5,000
Total	<input checked="" type="checkbox"/>	\$ 115,100

C. OFFERING PRICE, NUMBER OF INVESTORS, 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 to response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

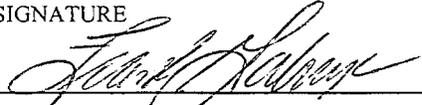
\$ 518,500

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.....	■ \$ 25,600	□ \$
Purchase of real estate.....	■ \$ 57,600	□ \$
Purchase, rental or leasing and installation of machinery and equipment.....	□ \$	□ \$
Construction or lease 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) Well Costs.....	■ \$435,300	□ \$
Seismic Costs.....	□ \$	□ \$
Column Totals.....	■ \$518,500	□ \$
Total Payments Listed (column totals added).....	■ \$518,500	

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 the staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) First Security Prospect Joint Venture	SIGNATURE 	DATE 4-21-04
Name of Signer (Print or Type) Frank Gabrysch	Title of Signer (Print or Type) President, Premier Minerals, Inc. (the Joint Venture Manager)	

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

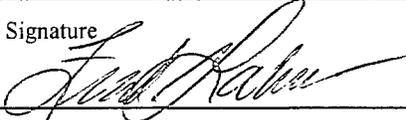
E. STATE SIGNATURE

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 (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) First Security Prospect Joint Venture	Signature 	Date 4-21-04
Name of Signer (Print or Type) Frank Gabrysch	Title of Signer (Print or Type) President, Premier Minerals, Inc. (the Joint Venture Manager)	

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	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B - Item 1)			Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of investor and amount purchased in this State (Part C - Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E - Item 1))
State	Yes	No	Joint Venture Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		XX	633,600/JVI						
AK		XX	633,600/JVI						
AZ		XX	633,600/JVI						
AR		XX	633,600/JVI						
CA		XX	633,600/JVI						
CO		XX	633,600/JVI						
CT		XX	633,600/JVI						
DE		XX	633,600/JVI						
DC		XX	633,600/JVI						
FL		XX	633,600/JVI						
GA		XX	633,600/JVI						
HI		XX	633,600/JVI						
ID		XX	633,600/JVI						
IL		XX	633						
IN		XX	633,600/JVI						
IA		XX	633,600/JVI						
KS		XX	633,600/JVI						
KY		XX	633,600/JVI						
LA		XX	633,600/JVI						
ME		XX	633,600/JVI						
MD		XX	633,600/JVI						
MA		XX	633,600/JVI						
MI		XX	633,600/JVI						
MN		XX	633,600/JVI						
MS		XX	633,600/JVI						
MO		XX	633,600/JVI						
MT		XX	633,600/JVI						
NE		XX	633,600/JVI						
NV		XX	633,600/JVI						

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B - Item 1)			Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of investor and amount purchased in this State (Part C - Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E - Item 1))
State	Yes	No	Joint Venture Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NH		xx	633,600/JVI						
NJ		xx	633,600/JVI						
NM		xx	633,600/JVI						
NY		xx	633,600/JVI						
NC		xx	633,600/JVI						
ND		xx	633,600/JVI						
OH		xx	633,600/JVI						
OK		xx	633,600/JVI						
OR		xx	633,600/JVI						
PA		xx	633,600/JVI						
RI		xx	633,600/JVI						
SC		xx	633,600/JVI						
SD		xx	633,600/JVI						
TN		xx	633,600/JVI						
TX		xx	633,600/JVI						
UT		xx	633,600/JVI						
VT		xx	633,600/JVI						
VA		xx	633,600/JVI						
WA		xx	633,600/JVI						
WV		xx	633,600/JVI						
WI		xx	633,600/JVI						
WY		xx	633,600/JVI						
PR		xx	633,600/JVI						