

FORM D

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

1300827

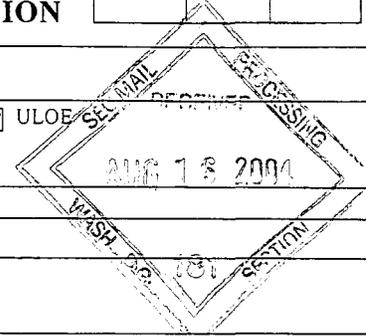
OMB APPROVAL
OMB Number: 3235-0076
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FORM D

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 indicate change.)
APPLE TREE RESOURCES, INC.
Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (x) Rule 506 ( ) Section 4(6) (x) ULOE
Type of Filing: (x) 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.)
APPLE TREE RESOURCES, INC.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
2364 Hiddenview Lane, Williamston, Michigan 48895 (940) 704-9693
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business
Exploration and development of oil and gas reserves in McIntosh County, Oklahoma



04040799

PROCESSED

AUG 19 2004 MF

Type of Business Organization
(x) corporation ( ) limited partnership, already formed ( ) other (please specify):
( ) business trust ( ) limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: 017 014 (x) 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) NV

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.

THOMSON FINANCIAL

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.



**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)

Merkle, Eric

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

2364 Hiddenvue Lane, Williamston, Michigan 48895

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

Full Name (Last name first, if individual)

Massey, Craig

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

2364 Hiddenvue Lane, Williamston, Michigan 48895

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

Full Name (Last name first, if individual)

Merkle, Jay

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

2364 Hiddenvue Lane, Williamston, Michigan 48895

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

Full Name (Last name first, if individual)

Blimline, Joseph

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

2364 Hiddenvue Lane, Williamston, Michigan 48895

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

Full Name (Last name first, if individual)

Stickel, Sharon

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

2364 Hiddenvue Lane, Williamston, Michigan 48895

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? ..... \$ 25,000.00
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)

NONE -- OFFERING CONDUCTED BY ISSUER'S MANAGEMENT WHO ARE NOT COMPENSATED FOR PLACEMENT OF SHARES

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

<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
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<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

<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
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<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

<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
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<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

(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 the 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 .....	\$ 5,000,000.00	\$ 75,000.00
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
<b>Total</b> .....	<b>\$ 5,000,000.00</b>	<b>\$ 75,000.00</b>

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 .....	3	\$ 75,000.00
Non-accredited Investors .....	0	\$ 0.00
<b>Total (for filings under Rule 504 only)</b> .....	<b>3</b>	<b>\$ 75,000.00</b>

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 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....	_____	<b>\$ 0.00</b>

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 insurer. 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 type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 9,000.00
Engineering Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$ _____
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$ 29,000.00</b>

**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 in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” .....

\$ 4,971,000.00

5. Indicate below the amount of the adjusted gross proceed 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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Organizational expenses</u> .....	<input checked="" type="checkbox"/> \$ 3,500.00	<input checked="" type="checkbox"/> \$ 3,500.00
<hr/>		
Acquisition of oil and gas leases and/or working interests .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 4,964,000.00
Column Totals .....	<input checked="" type="checkbox"/> \$ 3,500.00	<input checked="" type="checkbox"/> \$ 4,967,500.00
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 4,971,000.00	

**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) APPLE TREE RESOURCES, INC.	Signature <i>Eric Merkle</i>	Date July 29, 2004
Name of Signer (Print or Type) Eric Merkle	Title of Signer (Print or Type) President	

**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

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) APPLE TREE RESOURCES, INC.	Signature <i>Eric Merkle</i>	Date July 29, 2004
Name (Print or Type) Eric Merkle	Title (Print or Type) President	

*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 State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
AK	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
AZ	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
AR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
CA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
CO	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
CT	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
DE	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
DC	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
FL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
GA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
HI	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
ID	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
IL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
IN	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
IA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
KS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
KY	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
LA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
ME	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
MD	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
MA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
MI	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000	3	\$75,000.00	0	\$0.00	<input type="checkbox"/>	<input checked="" type="checkbox"/>
MN	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
MS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>

**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 State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
MT	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
NE	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
NV	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
NH	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
NJ	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
NM	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
NY	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
NC	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
ND	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
OH	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
OK	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
OR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
PA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
RI	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
SC	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
SD	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
TN	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
TX	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
UT	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
VT	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
VA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
WA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
WV	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>
WI	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Pf.Stock\$5000000					<input type="checkbox"/>	<input checked="" type="checkbox"/>

**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 State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input checked="" type="checkbox"/>		Pf.Stock\$5000000						<input checked="" type="checkbox"/>
PR	<input checked="" type="checkbox"/>		Pf.Stock\$5000000						<input checked="" type="checkbox"/>

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned APPLE TREE RESOURCES, INC., (a corporation), (a partnership), a
( ) organized under the laws of NEVADA, or (an individual), (strike out inapplicable nomenclature)
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:

MANGUM & ASSOCIATES, PLLC - LAW OFFICES

(Name)

5252 NORTH EDGEWOOD DRIVE, SUITE 325, PROVO, UTAH 84604

(Address)

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

- X Alabama Secretary of State
X Alaska Administrator of the Division of Banking & Corporations, Dept. of Commerce & Economic Development
X Arizona The Corporation Commission
X Arkansas The Securities Commissioner
X California Commissioner of Corporations
X Colorado Securities Commissioner
X Connecticut Banking Commissioner
X Delaware Securities Commissioner
X District of Columbia Public Service Commission
X Florida Dept. of Banking & Finance
X Georgia Commissioner of Securities
X Guam Adminrator, Department of Finance
X Hawaii Commissioner of Securities
X Idaho Director, Department of Finance
X Illinois Secretary of State
X Indiana Secretary of State
X Iowa Commissioner of Insurance

<input checked="" type="checkbox"/> Kansas	Secretary of State	<input checked="" type="checkbox"/> North Dakota	Securities Commissioner
<input checked="" type="checkbox"/> Kentucky	Director, Division of Securities	<input checked="" type="checkbox"/> Ohio	Secretary of State
<input checked="" type="checkbox"/> Louisiana	Commissioner of Securities	<input checked="" type="checkbox"/> Oregon	Director, Department of Insurance and Finance
<input checked="" type="checkbox"/> Maine	Administrator, Securities Division	<input checked="" type="checkbox"/> Oklahoma	Securities Administrator
<input checked="" type="checkbox"/> Maryland	Commissioner of the Division of Securities	***** Pennsylvania	Does not Require Filing of a Consent to Service of Process
<input checked="" type="checkbox"/> Massachusetts	Secretary of State	<input checked="" type="checkbox"/> Puerto Rico	Commissioner of Financial Institutions
<input checked="" type="checkbox"/> Michigan	Administrator, Corporation & Securities Bureau, Department of Commerce	<input checked="" type="checkbox"/> Rhode Island	Director of Business Regulations
<input checked="" type="checkbox"/> Minnesota	Commissioner of Commerce	<input checked="" type="checkbox"/> South Carolina	Secretary of State
<input checked="" type="checkbox"/> Mississippi	Secretary of State	<input checked="" type="checkbox"/> South Dakota	Director, Division of Securities
<input checked="" type="checkbox"/> Missouri	Securities Commissioner	<input checked="" type="checkbox"/> Tennessee	Commissioner of Commerce & Insurance
<input checked="" type="checkbox"/> Montana	State Auditor & Commissioner of Insurance	<input checked="" type="checkbox"/> Texas	Securities Commissioner
<input checked="" type="checkbox"/> Nebraska	Director of Banking & Finance	<input checked="" type="checkbox"/> Utah	Division of Securities
<input checked="" type="checkbox"/> Nevada	Secretary of State	<input checked="" type="checkbox"/> Vermont	Secretary of State
<input checked="" type="checkbox"/> New Hampshire	Secretary of State	<input checked="" type="checkbox"/> Virginia	Clerk, State Corporation Commission
<input checked="" type="checkbox"/> New Jersey	Chief, Securities Bureau	<input checked="" type="checkbox"/> Washington	Director, Department of Licensing
<input checked="" type="checkbox"/> New Mexico	Director, Securities Division	<input checked="" type="checkbox"/> West Virginia	Commissioner of Securities
<input checked="" type="checkbox"/> New York	Secretary of State	<input checked="" type="checkbox"/> Wisconsin	Commissioner of Securities
<input checked="" type="checkbox"/> North Carolina	Secretary of State	<input checked="" type="checkbox"/> Wyoming	Secretary of State

Dated this 3 day of August, 2004.

APPLE TREE RESOURCES, INC., a Nevada corporation

(SEAL)

By: Eric Meikle  
President  
Name & Title

CORPORATE ACKNOWLEDGMENT

State or Province of Michigan }  
County of Ingham } ss.

On this 3rd day of August, 2004 before me, Eric Merkle, the undersigned officer, personally appeared \_\_\_\_\_ known personally to me to be the \_\_\_\_\_ of the above named corporation and acknowledged that he, as an President (Title) officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

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

Gerald Platte  
Notary Public/Commissioner of Oaths

(SEAL) My Commission Expires May 23, 2005

GERALD J. PLATTE  
Notary Public, Eaton County, MI  
Acting in Ingham Co., MI  
My Comm. Expires May 23, 2005  
INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of \_\_\_\_\_ }  
County of \_\_\_\_\_ } ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, before me, \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_ to me personally known and known to me to be the same person(s) whose name(s) is(are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

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

\_\_\_\_\_  
Notary Public/Commissioner of Oaths

(SEAL) My Commission Expires \_\_\_\_\_

INSTRUCTIONS TO FORM U-2  
UNIFORM CONSENT TO SERVICE OF PROCESS

1. The name of the issuer is to be inserted in the blank space on line 1 of Uniform Form U-2 ("Form").
2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2-4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the Form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank space on line 3 of the Form.
4. The person to whom a copy of any notice, process of pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate blank spaces at the end of page 1 of the Form.
5. An "X" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designated on the Form as its attorney in that State for receipt of service of process.
6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on Form U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner; and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.