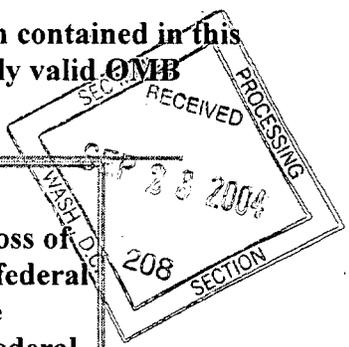


0916/201



SEC 1972 Potential persons who (6-02) form are not required control number.

Collection of information contained in this form unless the form displays a currently valid OMB



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		Serial
DATE RECEIVED		

1096791

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
Uranium Power Corporation

Filing Under (Check box(es) that apply):
[] Rule 504 [] Rule 505 [**X**] Rule 506 [] Section 4(6) [] 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.)
Uranium Power Corporation
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)
206-475 Howe Street, Vancouver, British Columbia, Canada V6C 2B3 (604) 685-8355

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

PROCESSED
SEP 29 2004
THOMSON
FINANCIAL

WM

- 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 Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual) **Donaldson, Thornton J.**

Business or Residence Address (Number and Street, City, State, Zip Code)
206-475 Howe Street, Vancouver, British Columbia, Canada V6C 2B3

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

Full Name (Last name first, if individual) **Timmins, William G.**

Business or Residence Address (Number and Street, City, State, Zip Code)
206-475 Howe Street, Vancouver, British Columbia, Canada V6C 2B3

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

Full Name (Last name first, if individual) **October Sun**

Business or Residence Address (Number and Street, City, State, Zip Code)
241 Ridge St., 4th Floor, Reno, NV 89501

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

Accredited Investors
 Non-accredited Investors
 Total (for filings under Rule 504 only)
 Answer also in Appendix, Column 4, if filing under ULOE.

Investors	Dollar Amount of Purchases
10	\$ _____
-	\$ _____
	\$ _____

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.

N/A

Type of offering
 Rule 505
Regulation A
 Rule 504
 Total

Type of Security	Dollar Amount Sold
	\$ _____
	\$ _____
	\$ _____
	\$ _____

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 checked="" type="checkbox"/> \$-0-
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$-0-
Legal Fees	<input checked="" type="checkbox"/> \$27,000
Accounting Fees	<input checked="" type="checkbox"/> \$-0-
Engineering Fees	<input checked="" type="checkbox"/> \$-0-
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$-0-
Finder's Fees	<input checked="" type="checkbox"/> \$150,000
Other Expenses (identify)	
Blue Sky Filing Fees, escrow and wire transfer fees.....	<input checked="" type="checkbox"/> \$700
Total	<input checked="" type="checkbox"/> \$177,700

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." **\$1,322,300**

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, &

Payments To
 Others

	Affiliates	
Salaries and fees	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$-0-
Purchase of real estate	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$-0-
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$-0-
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$-0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$-0-
Repayment of indebtedness	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$-0-
Working capital	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$1,322,300
Other (specify):		
Exercise of Call Option	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$
Column Totals	<input checked="" type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> 1,322,300

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) Uranium Power Corporation	Signature 	Date 9/22/04
Name of Signer (Print or Type) Thornton J. Donaldson	Title of Signer (Print or Type) President and CEO	

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) Uranium Power Corporation	Signature 	Date 9/22/04
Name of Signer (Print or Type) Thornton J. Donaldson	Title (Print or Type) President and CEO	

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
NJ		X	6% Secured Convertible Debenture	2	\$300,000	-0-	---		X

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