

1313736

OMB APPROVAL	
OMB Number	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response.....	16.00



05000525

FORM D

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

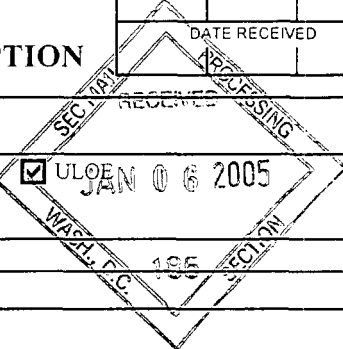
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

AEPI Bivens Field Prospect Drilling Program

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)

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.)

AEPI Bivens Field Prospect Drilling Program

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

1580 South Main Street, Suite 205, Boerne, TX 78006

Telephone Number (Including Area Code)

(830) 249-6070

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Same as above

Telephone Number (Including Area Code)

Same as above

Brief Description of Business

Drilling, testing, completing and operating 1 oil and gas well

Type of Business Organization

corporation
 business trust

limited partnership, already formed
 limited partnership, to be formed

other (please specify): **joint venture**

Actual or Estimated Date of Incorporation or Organization: Month **10** Year **04** 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

A. JAN 10 2005

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 or 230.505 or 230.506 or 230.507 or 230.508 or 230.509 or 230.510 or 230.511 or 230.512 or 230.513 or 230.514 or 230.515 or 230.516 or 230.517 or 230.518 or 230.519 or 230.520 or 230.521 or 230.522 or 230.523 or 230.524 or 230.525 or 230.526 or 230.527 or 230.528 or 230.529 or 230.530 or 230.531 or 230.532 or 230.533 or 230.534 or 230.535 or 230.536 or 230.537 or 230.538 or 230.539 or 230.540 or 230.541 or 230.542 or 230.543 or 230.544 or 230.545 or 230.546 or 230.547 or 230.548 or 230.549 or 230.550 or 230.551 or 230.552 or 230.553 or 230.554 or 230.555 or 230.556 or 230.557 or 230.558 or 230.559 or 230.560 or 230.561 or 230.562 or 230.563 or 230.564 or 230.565 or 230.566 or 230.567 or 230.568 or 230.569 or 230.570 or 230.571 or 230.572 or 230.573 or 230.574 or 230.575 or 230.576 or 230.577 or 230.578 or 230.579 or 230.580 or 230.581 or 230.582 or 230.583 or 230.584 or 230.585 or 230.586 or 230.587 or 230.588 or 230.589 or 230.590 or 230.591 or 230.592 or 230.593 or 230.594 or 230.595 or 230.596 or 230.597 or 230.598 or 230.599 or 230.600 or 230.601 or 230.602 or 230.603 or 230.604 or 230.605 or 230.606 or 230.607 or 230.608 or 230.609 or 230.610 or 230.611 or 230.612 or 230.613 or 230.614 or 230.615 or 230.616 or 230.617 or 230.618 or 230.619 or 230.620 or 230.621 or 230.622 or 230.623 or 230.624 or 230.625 or 230.626 or 230.627 or 230.628 or 230.629 or 230.630 or 230.631 or 230.632 or 230.633 or 230.634 or 230.635 or 230.636 or 230.637 or 230.638 or 230.639 or 230.640 or 230.641 or 230.642 or 230.643 or 230.644 or 230.645 or 230.646 or 230.647 or 230.648 or 230.649 or 230.650 or 230.651 or 230.652 or 230.653 or 230.654 or 230.655 or 230.656 or 230.657 or 230.658 or 230.659 or 230.660 or 230.661 or 230.662 or 230.663 or 230.664 or 230.665 or 230.666 or 230.667 or 230.668 or 230.669 or 230.670 or 230.671 or 230.672 or 230.673 or 230.674 or 230.675 or 230.676 or 230.677 or 230.678 or 230.679 or 230.680 or 230.681 or 230.682 or 230.683 or 230.684 or 230.685 or 230.686 or 230.687 or 230.688 or 230.689 or 230.690 or 230.691 or 230.692 or 230.693 or 230.694 or 230.695 or 230.696 or 230.697 or 230.698 or 230.699 or 230.700 or 230.701 or 230.702 or 230.703 or 230.704 or 230.705 or 230.706 or 230.707 or 230.708 or 230.709 or 230.710 or 230.711 or 230.712 or 230.713 or 230.714 or 230.715 or 230.716 or 230.717 or 230.718 or 230.719 or 230.720 or 230.721 or 230.722 or 230.723 or 230.724 or 230.725 or 230.726 or 230.727 or 230.728 or 230.729 or 230.730 or 230.731 or 230.732 or 230.733 or 230.734 or 230.735 or 230.736 or 230.737 or 230.738 or 230.739 or 230.740 or 230.741 or 230.742 or 230.743 or 230.744 or 230.745 or 230.746 or 230.747 or 230.748 or 230.749 or 230.750 or 230.751 or 230.752 or 230.753 or 230.754 or 230.755 or 230.756 or 230.757 or 230.758 or 230.759 or 230.760 or 230.761 or 230.762 or 230.763 or 230.764 or 230.765 or 230.766 or 230.767 or 230.768 or 230.769 or 230.770 or 230.771 or 230.772 or 230.773 or 230.774 or 230.775 or 230.776 or 230.777 or 230.778 or 230.779 or 230.780 or 230.781 or 230.782 or 230.783 or 230.784 or 230.785 or 230.786 or 230.787 or 230.788 or 230.789 or 230.790 or 230.791 or 230.792 or 230.793 or 230.794 or 230.795 or 230.796 or 230.797 or 230.798 or 230.799 or 230.800 or 230.801 or 230.802 or 230.803 or 230.804 or 230.805 or 230.806 or 230.807 or 230.808 or 230.809 or 230.810 or 230.811 or 230.812 or 230.813 or 230.814 or 230.815 or 230.816 or 230.817 or 230.818 or 230.819 or 230.820 or 230.821 or 230.822 or 230.823 or 230.824 or 230.825 or 230.826 or 230.827 or 230.828 or 230.829 or 230.830 or 230.831 or 230.832 or 230.833 or 230.834 or 230.835 or 230.836 or 230.837 or 230.838 or 230.839 or 230.840 or 230.841 or 230.842 or 230.843 or 230.844 or 230.845 or 230.846 or 230.847 or 230.848 or 230.849 or 230.850 or 230.851 or 230.852 or 230.853 or 230.854 or 230.855 or 230.856 or 230.857 or 230.858 or 230.859 or 230.860 or 230.861 or 230.862 or 230.863 or 230.864 or 230.865 or 230.866 or 230.867 or 230.868 or 230.869 or 230.870 or 230.871 or 230.872 or 230.873 or 230.874 or 230.875 or 230.876 or 230.877 or 230.878 or 230.879 or 230.880 or 230.881 or 230.882 or 230.883 or 230.884 or 230.885 or 230.886 or 230.887 or 230.888 or 230.889 or 230.890 or 230.891 or 230.892 or 230.893 or 230.894 or 230.895 or 230.896 or 230.897 or 230.898 or 230.899 or 230.900 or 230.901 or 230.902 or 230.903 or 230.904 or 230.905 or 230.906 or 230.907 or 230.908 or 230.909 or 230.910 or 230.911 or 230.912 or 230.913 or 230.914 or 230.915 or 230.916 or 230.917 or 230.918 or 230.919 or 230.920 or 230.921 or 230.922 or 230.923 or 230.924 or 230.925 or 230.926 or 230.927 or 230.928 or 230.929 or 230.930 or 230.931 or 230.932 or 230.933 or 230.934 or 230.935 or 230.936 or 230.937 or 230.938 or 230.939 or 230.940 or 230.941 or 230.942 or 230.943 or 230.944 or 230.945 or 230.946 or 230.947 or 230.948 or 230.949 or 230.950 or 230.951 or 230.952 or 230.953 or 230.954 or 230.955 or 230.956 or 230.957 or 230.958 or 230.959 or 230.960 or 230.961 or 230.962 or 230.963 or 230.964 or 230.965 or 230.966 or 230.967 or 230.968 or 230.969 or 230.970 or 230.971 or 230.972 or 230.973 or 230.974 or 230.975 or 230.976 or 230.977 or 230.978 or 230.979 or 230.980 or 230.981 or 230.982 or 230.983 or 230.984 or 230.985 or 230.986 or 230.987 or 230.988 or 230.989 or 230.990 or 230.991 or 230.992 or 230.993 or 230.994 or 230.995 or 230.996 or 230.997 or 230.998 or 230.999 or 230.1000

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.



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)

American Energy Partners, Inc.

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)

Eckard, Troy W.

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

1580 South Main Street, Suite 205, Boerne, TX 78006

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

Full Name (Last name first, if individual)

Reeves, Victor L.

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

1580 South Main Street, Suite 205, Boerne, TX 78006

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

Full Name (Last name first, if individual)

Hambly, II, Donald F.

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

1580 South Main Street, Suite 205, Boerne, TX 78006

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?..... \$ 5,175
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)

Eckard Investment Services, Inc.

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

1580 South Main, Suite 205, Boerne, TX 78006

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 checked="" type="checkbox"/>	AK	<input checked="" type="checkbox"/>	AR	<input checked="" type="checkbox"/>	CO	CT	DE	DC	<input checked="" type="checkbox"/>	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	<input checked="" type="checkbox"/>	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	<input checked="" type="checkbox"/>
RI	SC	SD	TN	<input checked="" type="checkbox"/>	UT	VT	<input checked="" type="checkbox"/>	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	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>0</u>	\$ <u>0</u>
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify <u>*See below</u>).....	\$ <u>517,500</u>	\$ <u>263,925</u>
Total.....	\$ <u>517,500</u>	\$ <u>263,925</u>

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.....	<u>26</u>	\$ <u>263,925</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

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.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
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 checked="" type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) <u>filing fees</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>0</u>

*Units of Joint Venture Interest

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

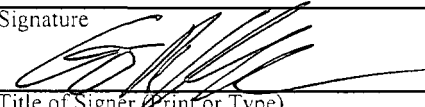
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C—Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”..... \$ 517,500

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.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments to Others
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"/>	\$ 0
Other (specify): <u>Leasehold & Geology costs</u>	<input checked="" type="checkbox"/>	\$ 48,333	<input checked="" type="checkbox"/>	\$ 0
<hr/>				
Drilling and completion costs	<input checked="" type="checkbox"/>	\$ 469,167	<input checked="" type="checkbox"/>	\$ 0
Column Totals.....	<input checked="" type="checkbox"/>	\$ 517,500	<input checked="" type="checkbox"/>	\$ 0
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	\$ 517,500		

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 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
AEPI Bivens Field Prospect Drilling Program		January 6, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Steven B. Holmes	Counsel	

ATTENTION

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

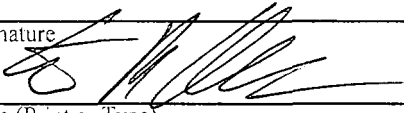
E. STATE SIGNATURE

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)	Signature 	Date
AEPI Bivens Field Prospect Drilling Program		January 6, 2004
Name (Print or Type)	Title (Print or Type)	
Steven B. Holmes	Counsel	

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) Other Securities	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 Non-Accredited Investors	Amount	Yes	No
AL	X		\$517,500	1	\$10,350	0	\$0		X
AK									
AZ	X		\$517,500	5	\$82,800	0	\$0		X
AR									
CA	X		\$517,500	7	\$67,275	0	\$0		X
CO									
CT									
DE									
DC									
FL	X		\$517,500	2	\$25,875	0	\$0		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI	X		\$517,500	3	\$15,525	0	\$0		X
MN									
MS									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item1)		3 Type of security and aggregate offering price offered in State (Part C-Item1)	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		Other Securities	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA	X		\$517,500	1	\$10,350	0	\$0		X
RI									
SC									
SD									
TN									
TX	X		\$517,500	7	\$46,575	0	\$0		X
UT									
VT									
VA	X		\$517,500	1	\$5,175	0	\$0		X
WA									
WV									
WI									

APPENDIX

1	2 Intend to sell to non-accredited investors in State (Part B-Item1)		3 Type of security and aggregate offering price offered in State (Part C-Item1)	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)	
State	Yes	No	Other Securities	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									