

1340976

FORM D

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

OMB APPROVAL OMB Number: 3235-0076 Expires: Estimated average burden

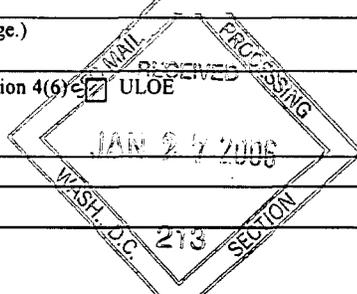
FORM D

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



06023117

Name of Offering () check if this is an amendment and name has changed, and indicate change. Victory Energy Partners 2005 LP 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. Victory Energy Partners 2005 LP Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 220 Airport Road, Indiana, PA 15701 724-349-6366 Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Same Brief Description of Business Drilling of natural gas wells

PROCESSED

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

JAN 31 2006

Actual or Estimated Date of Incorporation or Organization: Month Year (0) (9) (0) (5) () Actual [X] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) PA 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 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.

Handwritten signature

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)

Victory Energy Corporation

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

220 Airport Road, Indiana, PA 15701

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

Full Name (Last name first, if individual)

See 2 Page Attachment for Listing

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)

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)

Victory Energy Partners 2005 LP

Total No. of Insert Pages: 2

Alexoff, Randall L. Family Trust	OHIO	5 Windemere Place Poland, OH 44514
Barrett, Randall K.		125 Glade Park East Kittanning, PA 16201
Bennett, Tilden		200 Glen Abbey Court Presto, PA 15142
Bethel, Gary R		8 Thomas Jefferson Drive Irwin, PA 15642
Blairsville Wilbert Vault Co., Inc.		P. O. Box 7 100 N. E. Lane Blairsville, PA 15717
Bonarrigo, Russell & Geraldine		411 Penn Drive Blairsville, PA 15717
Bond, Ellen M.	TEXAS	304 Dogwood Trail Coppell, TX 75019
Bonnett, Ronald C.		Bonnett Enterprises, Inc. P. O. Box 270 Tarentum, PA 15084
Chauner, Frank B. Revocable Trust	ILLINOIS	500 Skokie Blvd., Suite 525 Northbrook, IL 60062-2856
Chutz, Dennis M. & Gail L.		113 Old Hickory Lane Grove City, PA 16127
Chutz, Wayne E. & Cathy L.		218 Airport Road Grove City, PA 16127
Cippel, Janet M.		1220 LeNape Avenue Ford City, PA 16226-1409
Cippel, Joseph A. Jr. & Paula H.		2120 Park Avenue Ford City, PA 16226
Cooper, James W.		210 E. Main Street Ligonier, PA 15658
Cooper, Leslie A.	VIRGIN ISLANDS	18L Estate Bovani 7350 Bovani 1 Suite C-124 St. Thomas, US Virgin Islands 00802
Coyne, Thomas H. & Erin H.		1093 Worthington Mill Road Newtown, PA 18940
Crisanti, James J.		5438 Howe Street Pittsburgh, PA 15232
Daniel, R. Michael		1491 Redfern Drive Pittsburgh, PA 15241-2956
Delaney, John J.		122 Greenview Drive Indiana, PA 15701
Dickey, William E.		385 Barnard Road Smicksburg, PA 16256
Dills, J. DeWayne		195 South Liberty Street Blairsville, PA 15717
Donnelly, Michael J.		118 Greenview Drive Indiana, PA 15701
Drapczuk, Richard J.	NEW JERSEY	12 Brookdale Court Cherry Hill, NJ 08034
Ferringer, Larry E. & Alice D.		127 Gallagher Road Dayton, PA 16222
Ferringer, Larry E. & Alice D.		127 Gallagher Road Dayton, PA 16222
Fox, James M.	NEW YORK	166 East 92nd Street, Apt. 1C New York, NY 10128
Friday, Charles W.		1925 Preble Avenue Pittsburgh, PA 15233
Gabriel, Arthur II		140 Eastpointe Drive Washington, PA 15301
Gagetta, John C. Revocable Living Trust		3568 Ridgewood Drive Pittsburgh, PA 15235
Gorell, Franklyn		111 Chapel Ridge Place Pittsburgh, PA 15238
Gorell, Wayne A. & Betty C.		7 Whites Woods Trail Indiana, PA 15701
Gorell, Heather L. Trust		% Peter Eberhart Mellon Private Wealth Mgmt One Mellon Ctr Ste 3840 Pittsburgh, PA 15258
Gorell, Sara R. Trust		% Peter Eberhart Mellon Private Wealth Mgmt One Mellon Ctr Ste 3840 Pittsburgh, PA 15258
Gottfredson, Eric & Stacie	TEXAS	191 Chinaberry Way Coppell, TX 75019
Gottschalk, Charles A.		604 St. Lawrence Lane Gibsonia, PA 15044
Gray, Thomas L. & Tamara S.		158 Aberdeen Drive Cranberry Twp., PA 16066
Hrabik, Martin Jr. Trust	OHIO	2905 Creekside Drive Westlake, OH 44145
Hoff, W. David		496 Edgewood Avenue Indiana, PA 15701
Huff, Shirley G. & Thomas F.	FLORIDA	2812 S.E. 44th Ave. Okeechobee, FL 34974
Hughes, William L. & Lucinda C.		180 Shadyside Lane Shelocta, PA 15774
Jag & Jag Realty		148 Hamilton Street Indiana, PA 15701
Kelleher, Amy M.		P.O. Box 99997 Pittsburgh, PA 15233
Kelleher, Dennis D.		P.O. Box 99997 Pittsburgh, PA 15233

Victory Energy Partners 2005 LP

Kelleher, Dennis J.		P.O. Box 99997 Pittsburgh, PA 15233
Kelleher, Sarah D.		P.O. Box 99997 Pittsburgh, PA 15233
Kinter, Frank C., Jr.		549 Chestnut Street Indiana, PA 15701
Kuss, Gregory R.	OHIO	285 Old County Line Road Westerville, OH 43081
Labriola, Michael A.		36 Easton Road Pittsburgh, PA 15238
Lary, Andrew	NEW YORK	340 East 74th St., Apt. 12D New York, NY 10021
Levine, Edwin	FLORIDA	1255 Lands End Road Manalapan, FL 33462
Lockard, Delvin L. & Nancy J.		107 Spruce Street Marsteller, PA 15760
Long, Jim T., Jr.	NORTH CAROLINA	77 Black Mountain Lane Franklin, NC 28734
Mack, Jonathan B.		57 South 6th Street Indiana, PA 15701
Magden, Michael J.	OHIO	191 Brighton Drive Aurora, OH 44202
McCabe, Lawrence J.		841 Hospital Road, Suite 2400 Indiana, PA 15701
Maliver, Leonard E., M.D.		57 South 6th Street Indiana, PA 15701
Marcus, Robert S.		120 Cambria Hill Drive Tarentum, PA 15084
Matzus, Jason E.		2002 Old Orchard Place Gibsonia, PA 15044
Menzies, E. Miranda	OHIO	15 West Hill Lane Wyoming, OH 45215
North, William R & Sally J.		3004 Sportsman Road Apollo, PA 15613
O'Brien, Martin E.		308 Maple Lane Sewickley, PA 15143
O'Fallon, Denis & Celia	MARYLAND	12123 Merricks Court Monrovia, MD 21770
O'Grady, Stephen T.	NEW YORK	111 Third Street Garden City, NY 11530
Panzarella, Jay L.		One Oxford Centre, 40th Floor Pittsburgh, PA 15219
Parker, P. Rev. Trust		Two Chatham Center, Floor 15 Pittsburgh, PA 15219
Rempel, Michael A.		140 Wren Street Indiana, PA 15701
Raborn, Donald O.		70 Mary Ellen's Place Indiana, PA 15701
Ruse, Kenneth N. & Jo B.		580 Jumonville Road Hopwood, PA 15445
Schaffer, Eric A.		1244 Malvern Avenue Pittsburgh, PA 15217-1141
Scott, Craig C. & Susan M.	FLORIDA	2332 Troon Court Sanibel, FL 33957
Scott, Richard S. Rev Liv. Trust		804 Sutter Road Glenshaw, PA 15116
Scott, Samuel D. & Celinda C.		1106 Mansfield Avenue Indiana, PA 15701
Sherry, Paul J., III & Carmella D.		152 Shadyside Lane Shelocta, PA 15774
Short, Cameron		100 Liberty Avenue Pittsburgh, PA 15222
Shull, Arlene L. Revocable Inter Vivos Trust		6011 Boxer Drive Bethel Park, PA 15102
Steen, James E & Colette A.		1834 Tilton Drive Pittsburgh, PA 15241
Sweeney, Paul M.		150 Wolfe Run Road Cranberry Twp., PA 16066
Tedesco, Anthony & Christine		3891 Churchview Avenue Pittsburgh, PA 15236
Thompson, William D., Jr.		255 Stonehedge Road Hollidaysburg, PA 16648
Todd, Rodney L. & Joyce D.	FLORIDA	3403 Hollyhock Way Tampa, FL 33618-2154
Tis, William E. & Elizabeth A.		100 Edgecrest Drive Verona, PA 15147
Tis, Daniel J.		117 Parise Drive Pittsburgh, PA 15221
Vernal, William M.		109 Brookside Lane Moon, PA 15108
Volk, Susan M. & Donald F.		625 Westwind Drive Berwyn, PA 19312
Wilson, Gregg W.		841 Hospital Road Suite 2700 Indiana, PA 15701
Wolk, Richard J.		109 Bentley Drive Pittsburgh, PA 15238
Zwillinger, Howard B.		148 Phillips Place Pittsburgh, PA 15217

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)
 Thomas M. Nixon & Associates, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
 475 Wallingford Street, Pittsburgh, PA 15213

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) VIRGIN ISLANDS 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 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	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ <u>5,827,500.00</u>	\$ <u>5,827,500.00</u>
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>5,827,500.00</u>	\$ <u>5,827,500.00</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>80</u>	\$ <u>5,552,500.00</u>
Non-accredited Investors	<u>7</u>	\$ <u>275,000.00</u>
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	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ <u>0.00</u>

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"/> \$ <u>3,265.00</u>
Legal Fees	<input type="checkbox"/> \$ <u>18,620.00</u>
Accounting Fees	<input type="checkbox"/> \$ _____
Engineering Fees	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ <u>582,750.00</u>
Other Expenses (identify) <u>Open checking acct</u>	<input type="checkbox"/> \$ <u>100.00</u>
Total	<input type="checkbox"/> \$ <u>604,735.00</u>

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.”

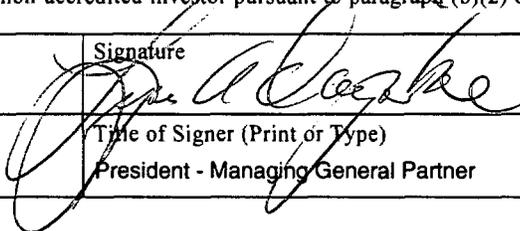
\$ 5,222,765.00

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"/> \$ <u>5,827,500.00</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>5,827,500.00</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>5,827,500.00</u>	

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) Victory Energy Partners 2005 LP	Signature 	Date January 26, 2006
Name of Signer (Print or Type) Lynn A. Doverspike	Title of Signer (Print or Type) President - Managing General Partner	

ATTENTION

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

E. STATE SIGNATURE

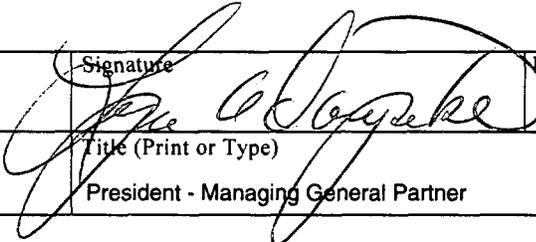
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

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)
Victory Energy Partners 2005 LP

Signature


Date
January 26, 2006

Name (Print or Type)
Lynn A. Doverspike

Title (Print or Type)
President - Managing General Partner

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									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		<input checked="" type="checkbox"/>	Gen'l Prtnrsh Int	3	\$175,000.00	1	\$25,000.00		<input checked="" type="checkbox"/>
GA									
HI									
ID									
IL		<input checked="" type="checkbox"/>	Gen'l Prtnrsh Int	1	\$50,000.00	0	\$0.00		<input checked="" type="checkbox"/>
IN									
IA									
KS									
KY									
LA									
ME									
MD		<input checked="" type="checkbox"/>	Gen'l Prtnrsh Int	1	\$25,000.00	0	\$0.00		<input checked="" type="checkbox"/>
MA									
MI									
MN									
MS									

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									
MT									
NE									
NV									
NH									
NJ		<input checked="" type="checkbox"/>	Gen'l Ptnrshp Int	1	\$50,000.00	0	\$0.00		<input checked="" type="checkbox"/>
NM									
NY		<input checked="" type="checkbox"/>	Gen'l Ptnrshp Int	2	\$100,000.0	1	\$75,000.00		<input checked="" type="checkbox"/>
NC		<input checked="" type="checkbox"/>	Gen'l Ptnrshp Int	1	\$250,000.0	0	\$0.00		<input checked="" type="checkbox"/>
ND									
OH		<input checked="" type="checkbox"/>	Gen'l Ptnrshp Int	5	\$725,000.0	0	\$0.00		<input checked="" type="checkbox"/>
OK									
OR									
PA		<input checked="" type="checkbox"/>	Gen'l Ptnrshp Int	63	\$3,952,500	5	\$175,000.00		<input checked="" type="checkbox"/>
RI									
SC									
SD									
TN									
TX		<input checked="" type="checkbox"/>	Gen'l Ptnrshp Int	2	\$125,000.0	0	\$0.00		<input checked="" type="checkbox"/>
UT									
VT									
VA									
WA									
WV									
WI									

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 type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
PR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

VIRGIN ISLANDS **X** **GENERAL PRTNRSHP INT** **1** **\$100,000.** **0** **0** **X**