



# FORM D

## 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)

Park Street Capital Natural Resource Fund III GP, L.P.

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

One Federal Street, 24<sup>th</sup> Floor, Boston, MA 02110

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

Full Name (Last name first, if individual)

Park Street Capital Natural Resource Fund III Corporate GP, Inc.

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

One Federal Street, 24<sup>th</sup> Floor, Boston, MA 02110

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

Full Name (Last name first, if individual)

Begnal, Dorr B.

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

c/o Park Street Capital, L.L.C., One Federal Street, 24<sup>th</sup> Floor, Boston, MA 02110

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

Full Name (Last name first, if individual)

Dailey, Kristine

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

c/o Park Street Capital, L.L.C., One Federal Street, 24<sup>th</sup> Floor, Boston, MA 02110

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

Full Name (Last name first, if individual)

Segel, Robert G.

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

c/o Park Street Capital, L.L.C., One Federal Street, 24<sup>th</sup> Floor, Boston, MA 02110

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)

**FORM D**

**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? ..... **\$500,000 (subject to waiver)**

3. Does the offering permit joint ownership of a single unit? .....  Yes  No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence 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

- |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
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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

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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

- |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
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| <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 |
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(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.....	\$ 0	\$ 0
Equity .....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests.....	\$ 320,800,000	\$ 320,800,000
Other (Specify).....	\$ 0	\$ 0
<b>Total .....</b>	<b>\$ 320,800,000</b>	<b>\$ 320,800,000</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 .....	138	\$ 320,800,000
Non-accredited Investors .....	0	\$ 0
<b>Total (for filings under Rule 504 only).....</b>	<b>0</b>	<b>\$ 0</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 .....	0	\$ 0
Regulation A.....	0	\$ 0
Rule 504 .....	0	\$ 0
<b>Total .....</b>	<b>0</b>	<b>\$ 0</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 issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fee .....	<input type="checkbox"/> \$0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/> \$5,000
Legal Fees.....	<input checked="" type="checkbox"/> \$100,000
Accounting Fees.....	<input type="checkbox"/> \$0
Engineering Fees.....	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fee separately) .....	<input type="checkbox"/> \$0
Other Expenses (identify) <u>Blue Sky (\$10,000), Postage/Courier (\$15,000) and Travel/Meetings (\$170,000)</u>	<input checked="" type="checkbox"/> \$195,000
<b>Total .....</b>	<input checked="" type="checkbox"/> <b>\$300,000</b>

**FORM D**

**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." ..... **\$320,500,000**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors & Affiliates		Payments To Others	
Salaries and fees (Management fees to General Partner for first 5 years) .....	<input checked="" type="checkbox"/>	\$7,939,800	<input type="checkbox"/>	\$ 0
Purchase of real estate .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Repayment of indebtedness .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Working capital .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Other (specify): (Acquisition of partnership interests, limited liability company interests, shares and other equity and debt interests in private equity funds and similar collective investment vehicles) .....	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$312,560,200
Column Totals .....	<input checked="" type="checkbox"/>	\$7,939,800	<input checked="" type="checkbox"/>	\$312,560,200
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/>	\$320,500,000		

**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) Park Street Capital Natural Resource Fund III, L.P.	Signature x 	Date September 18, 2006
Name of Signer (Print or Type) By: Park Street Capital Natural Resource Fund III GP, L.P. By: Park Street Capital Natural Resource Fund III Corporate GP, Inc. By: Robert G. Segel	Title of Signer (Print or Type) President	

**ATTENTION**

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

**FORM D**

<b>E. STATE SIGNATURE</b>		
1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) Park Street Capital Natural Resource Fund III, L.P.	Signature X 	Date September 18, 2006
Name (Print or Type) By: Park Street Capital Natural Resource Fund III GP, L.P. By: Park Street Capital Natural Resource Fund III Corporate GP, Inc. By: Robert G. Segel	Title (Print or Type) President	
<b>Instruction:</b> 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.		

**FORM D**

**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)  (Partnership Interests)	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									
AK		X	X	1	\$2,000,000				
AZ									
AR		X	X	1	\$2,000,000				
CA		X	X	28	\$61,250,000				
CO		X	X	2	\$10,000,000				
CT		X	X	3	\$7,000,000				
DE		X	X	2	20,000,000				
DC		X	X	1	\$5,000,000				
FL		X	X	6	\$8,250,000				
GA		X	X	1	\$2,000,000				
HI		X	X	3	\$10,500,000				
ID									
IL		X	X	3	\$7,500,000				
IN		X	X	2	\$7,000,000				
IA		X	X	3	\$7,250,000				
KS		X	X	4	\$15,000,000				
KY									
LA		X	X	2	\$9,000,000				
ME		X	X	2	\$6,000,000				
MD									
MA		X	X	38	\$68,507,000				
MI		X	X	1	4,000,000				
MN		X	X	2	\$1,853,000				
MS									
MO		X	X	1	\$500,000				
MT									
NE									
NV		X	X	2	\$16,000,000				

**FORM D**

**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)  (Partnership Interests)	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
NH		X	X	2	\$9,500,000				
NJ		X	X	2	\$8,000,000				
NM									
NY		X	X	9	\$9,850,000				
NC		X	X	2	\$1,750,000				
ND									
OH									
OK									
OR		X	X	1	\$500,000				
PA		X	X	2	\$2,500,000				
RI		X	X	3	\$9,000,000				
SC									
SD									
TN		X	X	2	\$500,000				
TX		X	X	1	\$1,000,000				
UT									
VT									
VA		X	X	1	\$2,000,000				
WA									
WV									
WI		X	X	5	\$5,500,000				
WY									
PR									