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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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response.. 16.0

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THOMSON FINANCIAL

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

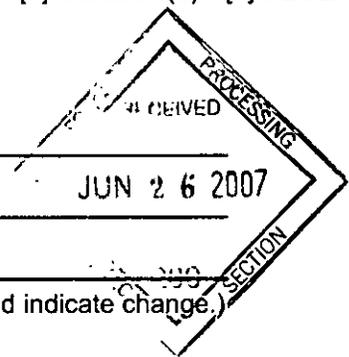
Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

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

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.)
Comanche Clean Energy Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code)
Rua do Rocio, 11 andar, Sao Paulo, CP 04552000, Brazil
5511-3842-7098

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

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) **Cauchois, Thomas G.**

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o FondElec Capital Advisors, LLC, One Dock Street, Stamford, CT 06902

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

Full Name (Last name first, if individual) **Noyola, Alicia Navar**

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o FondElec Capital Advisors, LLC, One Dock Street, Stamford, CT 06902

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

Full Name (Last name first, if individual) **Castanhera Acquisition Company LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)
Rua do Rocio, 11 andar, Sao Paulo, CP 04552000, Brazil

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

Full Name (Last name first, if individual) **Utilico Emerging Markets Limited**

Business or Residence Address (Number and Street, City, State, Zip Code)
Exchnage House, 8th Floor, Primrose Street, London Ec2A 2NY, United Kingdom

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$ <u>5,250,000</u>	\$ <u>5,250,000</u>
[x] Common [] Preferred		
Convertible Securities (including warrants)	\$ <u>17,050,000</u> (**)	\$ <u>17,050,000</u> (**)
Partnership Interests	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total	\$ <u>23,300,000</u>	\$ <u>23,300,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

(*) The debt securities included in this offering are convertible notes. As such, they are listed again in this column as "Convertible Securities."

(**) warrants to purchase an additional 15,504,730 shares of common stock were issued for no additional consideration (warrants to purchase 11.25 million of such shares were issued together with the common stock; warrants to purchase 3,254,730 of such shares were issued together with the convertible notes).

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."

	<u>Number Investors</u>	<u>Aggregate Dollar Amount of Purchases</u>
Accredited Investors	<u>7</u>	\$ <u>23,300,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</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, 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>Regulation A</u>	_____	\$ _____
Rule 504	_____	\$ _____
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 type="checkbox"/>	<u>\$100.00</u>
Printing and Engraving Costs	<input type="checkbox"/>	
Legal Fees	<input checked="" type="checkbox"/>	<u>\$50,000.00</u>
Accounting Fees	<input checked="" type="checkbox"/>	
Engineering Fees	<input type="checkbox"/>	
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	
Other Expenses (identify)	<input checked="" type="checkbox"/>	
Placement Agent Fees	<input checked="" type="checkbox"/>	
Total	<input checked="" type="checkbox"/>	<u>\$50,100.00</u>

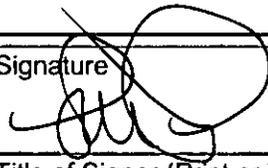
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$23,249,900

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	[]	[]
Purchase of real estate	[]	[]
Purchase, rental or leasing and installation of machinery and equipment	[]	[]
Construction or leasing of plant buildings and facilities.....	[]	[]
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)	\$	[]
Repayment of indebtedness	\$	\$
Working capital	\$	\$23,249,900
Other (specify): _____	\$	\$
_____	\$	\$
Column Totals	\$ []	<u>\$23,249,900</u>
Total Payments Listed (column totals added)		\$23,249,900

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) Comanche Clean Energy Corporation	Signature 	Date June 25, 2007
Name of Signer (Print or Type) Thomas G. Cauchois	Title of Signer (Print or Type) Chairman	

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
[] [x]

.....
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) Comanche Clean Energy Corporation	Signature	Date June 25, 2007
Name of Signer (Print or Type) Thomas G. Cauchois	Title of Signer (Print or Type) Chairman	

END