

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

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

738214 DEC 27 2007 MAIL ROOM PROCESSING SECTION 202

OMB APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden: 1.00 hours per response

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (check if this is an amendment and name has changed, and indicate change.) MERGER BETWEEN AMERICAN ETHANOL, INC., AE BIOFUELS, INC. AND MARWICH II LTD.

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.) AE Biofuels, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 20400 Stevens Creek Blvd Suite 700, Cupertino, CA 95014

Telephone Number (Including Area Code) (408) 252-8045

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

Telephone Number (Including Area Code) Same

Brief Description of Business Oil and gas exploration, development and production in Asia and the Pacific Rim countries.

PROCESSED JAN 07 2008 THOMSON FINANCIAL

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

Actual or Estimated Date of Incorporation or Organization: Month Year [0][6] [0][7] [X] 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) [NV]

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 CFR230.501 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... 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... Information Required: A new filing must contain all information requested... Filing Fee: There is no federal filing fee.

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.

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)

McAfee, Eric A.

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

20400 Stevens Creek Blvd. Suite 700, Cupertino, CA 95014

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

Full Name (Last name first, if individual)

Cagan, Laird Q.

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

39 Oak Street, Los Altos, CA 94022

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

Full Name (Last name first, if individual)

Ajjarapu, Surendra

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

8604 Button Bush Court, Tampa, FL 33647

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

Full Name (Last name first, if individual)

Foster, Andrew B.

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

20400 Stevens Creek Blvd. Suite 700, Cupertino, CA 95014

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

Full Name (Last name first, if individual)

Maender, William J.

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

20400 Stevens Creek Blvd. Suite 700, Cupertino, CA 95014

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

Full Name (Last name first, if individual)

Peterson, Michael L.

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

17 Canary Court, Danville, CA 94526

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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

Full Name (Last name first, if individual)

DeLong, Michael P.

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

400 North Ashley Drive Suite 2800, Tampa, FL 33602

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

Full Name (Last name first, if individual)

Sorgenti, Harold

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

1735 Market Street Suite 3930, Philadelphia, PA 19103

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.)

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?..... \$ ****** _____
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)
 NONE

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]

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.)

** see page 5 -footnote

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.

	Aggregate Offering Price	Amount Already Sold
Type of Security		
Debt	\$ 0	\$ 0
Equity	\$ 1,028,842,450	\$ 1,028,842,450
[X] Common [X] Preferred		
Convertible Securities (including warrants)	\$ 15,006,222	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (MEMBERSHIP UNITS)	\$ 0	\$ 0
Total	\$ 1,043,848,672	\$ 0

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	236 *	\$ 1,020,824,680**
Non-accredited Investors	19	\$ 23,023,992**
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE

* This includes 9 foreign shareholders

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 of 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
Total	0	\$ 0

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"/>	\$ 9,000
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 2,000
Legal Fees	<input checked="" type="checkbox"/>	\$ 100,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 50,000
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify)	<input checked="" type="checkbox"/>	\$ 50,000
Total		\$ 211,000

**This Form D is being filed in connection with the merger between American Ethanol, Inc. (American), a Nevada corporation, AE Biofuels, Inc. a Nevada corporation and wholly-owned subsidiary of the Issuer, and the Issuer (the "Merger"). Pursuant to the Merger, the Issuer issued 84,114,998 shares of its common stock in exchange for 84,114,998 shares of Common Stock of American, the total value being \$1,009,379,976 calculated by multiplying the total number of Issuer's shares exchanged for the American's stock by \$12.00, which is the closing sales price ("Closing Price") on the date of the Merger of the common stock of the Issuer as listed on the Over-the-Counter Bulletin Board (OTCBB). The Issuer also issued 6,233,824 shares of its Series B Preferred Stock in exchange for 6,233,824 shares of Series B Preferred Stock of American, the total value being \$19,462,474 calculated by multiplying the total number of Issuer's shares of Series B Preferred Stock exchanged for American's Series B Preferred stock by \$3.00, which was the offering price of the Series B Preferred as of the date of the Merger. None of the shareholders of American paid any cash for any of the Issuer's stock in connection with the Merger, and all expenses listed above relate to expenses incurred in connection with the Merger.

• shareholders of American paid any cash for any of the Issuer's stock in connection with the Merger, and all expenses listed above relate to expenses incurred in connection with the Merger.

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

4. 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."

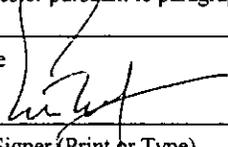
\$ ** _____

5. 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 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 business (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"/>	\$ _____
Other(specify):.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added).....			<input type="checkbox"/>	\$ <u>N/A</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) AE Biofuels, Inc.	Signature 	Date December <u>21</u> , 2007
Name of Signer (Print or Type) Eric A. McAfee	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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

END