

FORM D

Mail Processing Section

MAR 11 2008

Washington, DC 101

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

1429716

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

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.)

CATALYST ENERGY 2007-2 LIMITED PARTNERSHIP

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.)

CATALYST ENERGY 2007-2 LTD PARTNERSHIP

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

800 Cranberry Woods Drive, Suite 290, Cranberry Township, PA 16066

Telephone Number (Including Area Code)

724-779-9040

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

Telephone Number (Including Area Code)

Brief Description of Business

Type of Business Organization

- () corporation (x) limited partnership, already formed () other (please specify): () business trust () limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year (10) (07) (x) Actual () Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: PA) () CN for Canada; FN for other foreign jurisdiction

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.

PROCESSED MAR 17 2008 THOMSON FINANCIAL

ANNUAL INFORMATION STATEMENT

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)

CATALYST ENERGY, INC.

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

800 Cranberry Woods Drive, Suite 290, Cranberry Township, PA 16066

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

Full Name (Last name first, if individual)

Rodgers, Paul Ryan

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

120 Shangri Lane, Pittsburgh, PA 15237

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

Full Name (Last name first, if individual)

Rodgers, William

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

415 Woodland Road, Sewickley, PA 15143

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

Full Name (Last name first, if individual)

Jones, Douglas Edward

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

800 Cranberry Woods Drive, Suite 290, Cranberry Township, PA 16066

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

Full Name (Last name first, if individual)

SEE ATTACHED LIST OF GENERAL PARTNERS

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)

FORM D, SECTION A CONTINUED - LIST OF GENERAL PARTNERS

<u>Name of General Partner</u>	<u>Address</u>
Mark and Lisa Gubicza	11808 Macoda Lane Chatsworth, CA 91311
Bradley and Lindsay Lidge	5085 Knobcone Drive Castle Rock, CO 80108
Christine B. Allen	83 Maple Avenue Greenwich, CT 06830
Richard F. Allen	83 Maple Ave Greenwich, CT 06830
Arnold Greenburg	Suite 211, 61 main Street West Hartford, CT 06117
William Niskanen	638 A Street SE Washington, DC 20003
Charles Verrill	3000 Q Street NW Washington, DC 20007
Richard Norris Living Trust	2898 Winding Oak Lane Wellington, FL 33414
Christopher and Christy Jansen	45 Southlake Lane McDonough, GA 30252
Jacob and Heather Westbrook	5386 Highway 29 North Danialsville, GA 30633
Bernard Y.C. So	1291 Briarcliffe Boulevard Wheaton, IL 60187
JDA Partners, Limited Partnership	5215 Old Orchard Road Suite 440 Skokie, IL 60077
Joseph and Bethany Randa	14512 Mission Road Leawood, KS 66224
Francine Achbar	511 Boylston Street Brookline, MA 02445

<u>Name of General Partner</u>	<u>Address</u>
H. Delaforcade Trust	28 Bennett Street Manchester, MA 01944
Samir and Nilima Desai	128 Wheeler Road Burlington, MA 01803
Andrew Nichols	12 Glen Road Winchester, MA 01890
Andrea Schant	22 Doctors Run Rockport, MA 01966
Jonathan Staley	7 Commonwealth Park Newton, MA 02159
Robert Stringer	35 Fay Street #104 Boston, MA 02118
Polly Struthers	127 Brigham Hill Road North Grafton, MA 01536
Montier Securities, LLC	9 Washington Street Manchester, MA 01944
Walter Stinson	P.O. Box 1104 Windham, ME 04062
D. Andrew Boch	1 Benjamin Place Chestnut Hill, MA 02467
James Bradley	184 Baybourne Drive Arnold, MD 21012
Harry and Kathleen Miller	10332 Whetherburn Road Woodstock, MD 21163
Victor M. Priego, M.D.	6311 Mountain Branch Court Bethesda, MD 20817
Mark and Georgia Teixeira	318 Wembly Way Severna Park, MD 21146
Glenn and Maria Tilley	2114 Fox Trail Court Reisterstown, MD 21136

<u>Name of General Partner</u>	<u>Address</u>
H. B. "Bud" Hayden Jr. Trust	Winslow House, Unit 801 100 SE 2nd Street Minneapolis, MN 55414
Hayden Family Limited Partners	Winslow House, Unit 801 100 SE 2nd Street Minneapolis, MN 55414
Chad and Jennette Bradford	218 Trace Circle Raymond, MS 39154
L.A. "Chip" Harris	2005 La Dora Drive High Point, NC 27265
William Guy, Sr.	1112 Rockford Road High Point, NC 27262
Sue Harris	704 Tangle Drive Jamestown, NC 27282
Frederick Simon	442 Soouth 82nd Street Omaha, NE 68114
Edward and Dorothy Collins	761 Forest Avenue Rye, NY 10580
Paul Eibeler	41 Frost Creek Drive Lattingtown Harbor, NY 11560
Galati Enterprises Inc.	1682 S. Main Street Extension Jamestown, NY 14701
Eugene and Eleanore Schloss	30 East 85th Street New York, NY 10028
Sen Suvrajeet	421 W 7th Avenue Columbus, OH 43201
Gary Smith	70 Back Bay Road Bowling Green, OH 43402
Philip Damiana	129 Southridge Drive Cranberry Township, PA 16066

<u>Name of General Partner</u>	<u>Address</u>
William and Loraine Day	5850 Meridian Road Gibsonia, PA 15044
Ronald and Shirley Franck	149 Hidden Valley Drive Pittsburgh, PA 15237
Frank Golba	4055 Liberty Avenue Pittsburgh, PA 15224
Bruce Gorman	400 Princeton Drive Pittsburgh, PA 15235
Nancy and Christian Halas	528 Neola Drive Pittsburgh, PA 15237
John and Suzanne Kelly	1086 Fox Terrier Drive Bethel Park, PA 15102
Frank Mast	1800 Scarlett Drive Pittsburgh, PA 15241
William McGee Trust	3280 Lake Ridge Drive Murrysville, PA 15668
Roger F. Meyer	2139 Blairmont Drive Pittsburgh, PA 15241
Paul Ryan Rodgers	120 Shangri Lane Pittsburgh, PA 15237
William Rodgers	415 Woodland Road Sewickley, PA 15143
Starlite Partners	104 Starr Lane Valencia, PA 16059
Carl Strutz	122 Camp Trees Road Mars, PA 16046
Rev. Leon Sunstein Trust	One Penn Center, Suite 1220 1617 JFK Boulevard Philadelphia, PA 19103

<u>Name of General Partner</u>	<u>Address</u>
Frances A. Weisbrod Trust	C/O 2669 Hunters Point Drive Wexford, PA 15090
Catalyst Energy Inc.	800 Cranberry Woods Drive Suite 290 Cranberry Township, PA 16066
Drilling Partners 2007-2, LP	1500 One PPG Place Pittsburgh, PA 15222
Gas Well Investors 2007	436 7th Avenue Koppers Building; 7th Floor Pittsburgh, PA 15219
Roberta and Randall Heintz	112 Oak Glen Road Pittsburgh, PA 15237
Jeffrey Brown	31 Meadowbrook Drive Barrington, RI 02806
Cecilia Gmuer	23F Shadowbrook Lane Smithfield, RI 02917
Llewlyn Bigelow Revocable Trust	423 S. Lee Street Alexandria, VA 22314
Hampshire Investments Limited	RR 712 Estouteville Farm Keene, VA 22946
Richard Boch	P.O. Box 33 W. Nebury, VT 05088

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)

Stonegate Partners, LLC

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

401 Edgewater Place, Suite 120, Wakefield, MA 01880

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

<u>AL</u>	<u>AK</u>	<u>AZ</u>	<u>AR</u>	<u>CA</u>	<u>CO</u>	<u>CT</u>	<u>DE</u>	<u>DC</u>	<u>FL</u>	<u>GA</u>	<u>HI</u>	<u>ID</u>
<u>IL</u>	<u>IN</u>	<u>IA</u>	<u>KS</u>	<u>KY</u>	<u>LA</u>	<u>ME</u>	<u>MD</u>	<u>MA</u>	<u>MI</u>	<u>MN</u>	<u>MS</u>	<u>MO</u>
<u>MT</u>	<u>NE</u>	<u>NV</u>	<u>NH</u>	<u>NJ</u>	<u>NM</u>	<u>NY</u>	<u>NC</u>	<u>ND</u>	<u>OH</u>	<u>OK</u>	<u>OR</u>	<u>PA</u>
<u>RI</u>	<u>SC</u>	<u>SD</u>	<u>TN</u>	<u>TX</u>	<u>UT</u>	<u>VT</u>	<u>VA</u>	<u>WA</u>	<u>WV</u>	<u>WI</u>	<u>WY</u>	<u>PR</u>

Full Name (Last name first, if individual)

Triad Advisors, Inc.

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

5185 Peachtree Parkway, Suite 280, Norcross, GA 30092

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

<u>AL</u>	<u>AK</u>	<u>AZ</u>	<u>AR</u>	<u>CA</u>	<u>CO</u>	<u>CT</u>	<u>DE</u>	<u>DC</u>	<u>FL</u>	<u>GA</u>	<u>HI</u>	<u>ID</u>
<u>IL</u>	<u>IN</u>	<u>IA</u>	<u>KS</u>	<u>KY</u>	<u>LA</u>	<u>ME</u>	<u>MD</u>	<u>MA</u>	<u>MI</u>	<u>MN</u>	<u>MS</u>	<u>MO</u>
<u>MT</u>	<u>NE</u>	<u>NV</u>	<u>NH</u>	<u>NJ</u>	<u>NM</u>	<u>NY</u>	<u>NC</u>	<u>ND</u>	<u>OH</u>	<u>OK</u>	<u>OR</u>	<u>PA</u>
<u>RI</u>	<u>SC</u>	<u>SD</u>	<u>TN</u>	<u>TX</u>	<u>UT</u>	<u>VT</u>	<u>VA</u>	<u>WA</u>	<u>WV</u>	<u>WI</u>	<u>WY</u>	<u>PR</u>

Full Name (Last name first, if individual)

SEE ATTACHED LIST

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

<u>AL</u>	<u>AK</u>	<u>AZ</u>	<u>AR</u>	<u>CA</u>	<u>CO</u>	<u>CT</u>	<u>DE</u>	<u>DC</u>	<u>FL</u>	<u>GA</u>	<u>HI</u>	<u>ID</u>
<u>IL</u>	<u>IN</u>	<u>IA</u>	<u>KS</u>	<u>KY</u>	<u>LA</u>	<u>ME</u>	<u>MD</u>	<u>MA</u>	<u>MI</u>	<u>MN</u>	<u>MS</u>	<u>MO</u>
<u>MT</u>	<u>NE</u>	<u>NV</u>	<u>NH</u>	<u>NJ</u>	<u>NM</u>	<u>NY</u>	<u>NC</u>	<u>ND</u>	<u>OH</u>	<u>OK</u>	<u>OR</u>	<u>PA</u>
<u>RI</u>	<u>SC</u>	<u>SD</u>	<u>TN</u>	<u>TX</u>	<u>UT</u>	<u>VT</u>	<u>VA</u>	<u>WA</u>	<u>WV</u>	<u>WI</u>	<u>WY</u>	<u>PR</u>

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

FORM D, SECTION B(4) CONTINUED:

Berer Financial Management
B&W Office Building
4327 Northern Pike, Suite 102
Monroeville, PA 15146

States in which person listed has solicited or intends to solicit Purchasers: PA

Mr. Joseph N. Geier
Geier Asset Management
2205 Warwick Way, Suite 200
Marriottsville, MD 21104

States in which person listed has solicited or intends to solicit Purchasers: CA, CO, GA, KS,
MD, MS

Mr. Rick Katterson
Olde Economic Financial Consultants, Ltd.
511 State Street
Baden, PA 15005

States in which person listed has solicited or intends to solicit Purchasers: PA

Mr. Chris Rabenold
[Please provide address.]

States in which person listed has solicited or intends to solicit Purchasers: PA

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	\$ 7,005,800.00	\$ 7,005,800.00
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 7,005,800.00	\$ 7,005,800.00

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	66	\$ 6,915,800.00
Non-accredited Investors	5	\$ 90,000.00
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	_____	\$ 0.00

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"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ 0.00

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.”

\$ 7,005,800.00

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>7,005,800.00</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>7,005,800.00</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>7,005,800.00</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) CATALYST ENERGY 2007-2 LTD PARTNERSHIP	Signature 	Date January 24, 2008
Name of Signer (Print or Type) William Rodgers, Jr.	Title of Signer (Print or Type) President	

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) CATALYST ENERGY 2007-2 LTD PARTNERSHIP	Signature 	Date January 24, 2008
William Rodgers, Jr.	Title (Print or Type) President	

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)	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									
AZ									
AR									
CA		x	100,000.00	1	\$100,000.00	0	\$0.00		x
CO		x	100,000.00	1	\$100,000.00	0	\$0.00		x
CT		x	250,000.00	3	\$250,000.00	0	\$0.00		x
DE									
DC		x	150,000.00	2	\$150,000.00	0	\$0.00		x
FL		x	100,000.00	1	\$100,000.00	0	\$0.00		x
GA		x	250,000.00	2	\$250,000.00	0	\$0.00		x
HI									
ID									
IL		x	125,000.00	2	\$125,000.00	0	\$0.00		x
IN									
IA									
KS		x	100,000.00	1	\$100,000.00	0	\$0.00		x
KY									
LA									
ME		x	35,000.00	1	\$35,000.00	0	\$0.00		x
MD		x	475,000.00	5	\$475,000.00	0	\$0.00		x
MA		x	900,000.00	10	\$900,000.00	0	\$0.00		x
MI									
MN		x	150,000.00	2	\$150,000.00	0	\$0.00		x
MS		x	50,000.00	1	\$50,000.00	0	\$0.00		x

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)	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
MO									
MT									
NE		x	100,000.00	1	\$100,000.0	0	\$0.00		x
NV									
NH									
NJ									
NM									
NY		x	440,000.00	4	\$440,000.0	0	\$0.00		x
NC	x		50,000.00	1	\$25,000.00	2	\$25,000.00		x
ND									
OH		x	80,000.00	2	\$80,000.0	0	\$0.00		x
OK									
OR									
PA	x		3,150,800.00	17	\$3,085,800	3	\$65,000.00		x
RI		x	125,000.00	2	\$125,000.0	0	\$0.00		x
SC									
SD									
TN									
TX									
UT									
VT		x	25,000.00	1	\$25,000.00	0	\$0.00		x
VA		x	250,000.00	2	\$250,000.0	0	\$0.00		x
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"/>

END