

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

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Washington, DC 110

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

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

Unbridled Energy Corporation Private Placement of Common Shares and Warrants (05/2008)

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing 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.)

Unbridled Energy Corporation

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

Suite 400, 2424 4th Street SW, Calgary, Alberta, T2S 2T4 (403) 244-7808

Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business

Junior Natural Resource - Oil & Gas

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year 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)

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 in 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.



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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 Partner
Managing Partner

Full Name (Last name first, if individual)

Frantz, Jr., Joseph H.

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

Suite 301 – 2100 Georgetowne Drive, Sewickley, Pennsylvania, 15143

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

Full Name (Last name first, if individual)

Scureman, J. Michael

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

Suite 301 – 2100 Georgetowne Drive, Sewickley, Pennsylvania, 15143

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

Full Name (Last name first, if individual)

O'Byrne, Michael

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

Suite 400, 2424 4th Street SW, Calgary, Alberta, T2S 2T4

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

Full Name (Last name first, if individual)

Pryde, Robert

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

Suite 400, 2424 4th Street SW, Calgary, Alberta, T2S 2T4

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

Full Name (Last name first, if individual)

Etchart, Carmen

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

14915 20th Avenue, White Rock, British Columbia, V4A 8E9

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

Full Name (Last name first, if individual)

Day, Richard

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

49 Middlebury Road, Orchard Park, New York, 14127

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

Full Name (Last name first, if individual)

O'Byrne, Daniel

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

Suite 400, 2424 4th Street SW, Calgary, Alberta, T2S 2T4

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

Full Name (Last name first, if individual)

Penner, Robert

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

Suite 400, 2424 4th Street SW, Calgary, Alberta, T2S 2T4

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

Full Name (Last name first, if individual)

Steinke, Craig

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

15380 Columbia Avenue, White Rock, British Columbia, V4B 1J9

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

Full Name (Last name first, if individual)

Sprott Asset Management Inc.

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

Suite 2700, South Tower, Royal Bank Plaza, Toronto, Ontario, M5J 2J1

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

Full Name (Last name first, if individual)

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

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$ <u>N/A</u> | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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. See Exhibit A on back of this Form D. | | |

Full Name (Last name first, if individual)

Brant Securities Ltd.

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

220 Bay Street, Suite 300, Toronto, Ontario, M5J 2W4

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
- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|--|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input checked="" type="checkbox"/> MO |
| <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 |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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
- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <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 |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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
- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <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 |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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 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.....	\$ <u>0</u>	\$ <u>0</u>
Equity..... Units of Common Shares and Warrants – see “Other (Specify)” below	\$ _____	\$ _____
<input checked="" type="checkbox"/> Common Shares <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)..... see “Other (Specify)” below	\$ _____	\$ _____
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify).....Units – see Exhibit A on back of Form D.	\$ <u>7,766,610</u>	\$ <u>7,766,610</u>
Total..... Both SEC Rule 506 and Rule 903(b)(1) sales of Units	\$ <u>7,766,610</u>	\$ <u>7,766,610</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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors..... SEC Rule 506 Units – see Exhibit A on back of Form D	\$ <u>3</u>	\$ <u>37,422</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, 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	_____	\$ _____

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"/>	\$ <u>1,477</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>39,916</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) – Total Finders' fees paid..... see Exhibit A on back of Form D	<input checked="" type="checkbox"/>	\$ <u>440,547</u>
Total	<input checked="" type="checkbox"/>	\$ <u>481,940</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."

\$ 7,284,670

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	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Future Property Acquisition	<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 checked="" type="checkbox"/> \$ <u>1,995,800</u>
Other (specify) <u>Finance exploration and development programs on its US and Canadian properties</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>5,288,870</u>
Column Totals	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>7,284,670</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>7,284,670</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) Unbridled Energy Corporation	Signature 	Date May 19, 2008
Name of Signer (Print or Type) J. Michael Scureman	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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

Unbridled Energy Corporation (the "Issuer")
Exhibit A to Form D

Part C.1 of Form D

In this private placement financing (the "Offering") of units of common shares and warrants (the "Units") that closed on May 7, 2008, the Issuer offered and sold 19,964,350 Units at a price of CDN\$0.30 per Unit and 5,435,300 flow-through shares (the "Flow-Through Shares") at a price of CDN\$0.33 per Flow-Through Share for an aggregate offering amount in U.S. dollars of \$7,766,610 [CDN\$7,782,954]. Each Unit consists of one common share in the capital of the Issuer and one-half of one common share purchase warrant, with each whole warrant exercisable for a period of 18 months from the closing date to acquire one additional common share at a price of CDN\$0.45 per share.

The Units and Flow-Through Shares were offered and sold outside the United States in accordance with Rule 903(b)(1) of Regulation S under the Securities Act of 1933, as amended (the "Securities Act") and within the United States in accordance with Rule 506 of Regulation D under the Securities Act.

Part B.4 and C.2 of Form D

Of the 19,964,350 Units offered and sold in this Offering, 75,000 Units were offered and sold within the United States for an aggregate offering amount in U.S. dollars of \$22,453 [CDN\$22,500] to a director of the Issuer in New York and the President/CEO of the Issuer in Pennsylvania by certain officers of the Issuer (none of whom has or will receive any sale-related remuneration in connection with such subscriptions) in accordance with Rule 506 of Regulation D, with both subscribers being "Accredited Investors," as defined in Rule 501(a) thereof.

50,000 Units were also offered and sold within the United States for an aggregate offering amount in U.S. dollars of \$14,969 [CDN\$15,000] to an individual in Missouri by certain officers of the Issuer (none of whom has or will receive any sale-related remuneration in connection with such subscriptions) pursuant to the terms of a finder's fee agreement (the "Agreement") made between the Issuer and Brant Securities Ltd. ("Brant"), in accordance with Rule 506 of Regulation D, with the Missouri subscriber being an "Accredited Investor" as defined in Rule 501(a) thereof.

Part B.4 and C.4.a of Form D

In connection with the Offering, the Issuer paid finders' fees to arm's length persons who introduced subscribers to the Offering of CDN\$369,791 in cash and 477,884 finders' warrants (the "Finders' Warrants"), with each Finders' Warrant being valued for conversion purposes at CDN\$0.15 per Finders' Warrant. The total value of finders' fees and Finders' Warrants in U.S. dollars was \$440,547 [CDN\$441,474]. Each Finders' Warrant will be exercisable for a period of 18 months from the closing date to acquire one common share of the Issuer at a price of CDN\$0.45 per share.

Of the \$440,547 in U.S. dollars paid out in finders' fees and warrants, \$898 in U.S. dollars [CDN\$900] was paid to Brant for introducing the Missouri subscriber to the Issuer pursuant to the terms of the Agreement.

Brant is a Canadian broker-dealer that is a member in good standing with the Investment Dealers Association of Canada and registered in good standing with the Ontario Securities Commission. The Missouri subscriber is a Canadian citizen residing in the United States, and the Issuer understands that his Units from the Offering were transferred to his Canadian Registered Retirement Savings Plan ("RRSP") account in Canada.

The Issuer further understands that, in accepting its finders' fee payment from the Issuer, Brant satisfies all of the conditions of, and therefore relies upon, the following U.S. federal and Missouri state securities law exemptions from broker-dealer registration:

(1) an SEC Order, contained in Exchange Act Release No. 42906 and made pursuant to Section 15(a)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that exempts a Canadian broker-dealer that is a member of a self-regulatory organization ("SRO") in Canada from the broker-dealer registration requirements under Section 15(a)(1) of the Exchange Act, to the extent such broker-dealer effects transactions in securities with or for, or induces or attempts to induce the purchase and sale of any security by, "Participants," as defined by Rule 237(a)(6) of the Securities Act, for their "Canadian Retirement Accounts," as defined by Exchange Act Rule 237(a)(2) of the Securities Act; and

(2) Section 30-51.180 of the Missouri Code of State Regulations, which exempts a Canadian broker-dealer with no office or other physical presence in Missouri from broker-dealer registration pursuant to Section 409.4.401(d) of the Missouri Uniform Securities Act if such broker-dealer:

(a) is registered with or a member of a SRO in Canada;

(b) maintains in good standing its provincial registration and its registration with or membership in a SRO in Canada; and

(c) effects or attempts to effect transactions in securities with or for a person from Canada who is present in Missouri, whose transactions are in a Canadian self-directed tax advantaged retirement account of which such person is the holder or contributor.

PLEASE NOTE: All dollar amounts disclosed under Part C of this Form D are expressed in U.S. dollars using the U.S./CDN daily noon exchange rate of U.S.\$0.9979 as of the closing date of May 7, 2008.

END