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FORM D

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

OMB APPROVAL table with OMB Number: 3235-0076, Expires June 30, 2008, Estimated average burden hours per response: 16.00

PROCESSED JUN 27 2008

JUN 25 2008

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

Washington, DC 110

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

THOMSON REUTERS

UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering, Gulf Coast Rig & Equipment, LLC - 12% Series B Senior Secured Debentures Due 2012; \$10,000 per Debenture. Filing Under: Rule 506, Section 4(6), ULOE. Type of filing: Amendment.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer: Gulf Coast Rig & Equipment, LLC. Address of Executive Offices: 5300 Town and Country Blvd., Suite 110, Frisco, Texas 75034. Telephone Number: (214) 618-5800. Barcode: 08051081.

Brief Description of Business: Acquire and own a fleet of oil land drilling rigs and related equipment. Type of Business Organization: other (please specify): limited liability company. Actual or Estimated Date of Incorporation or Organization: 10/06. Jurisdiction of Incorporation or Organization: D.

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. 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. Information Required: A new filing must contain all information requested. 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.

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: <ul style="list-style-type: none"> <li>• Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>• 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;</li> <li>• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>• Each general and managing partner of partnership issuers.</li> </ul>					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Richard W. Weyand					
Full Name (Last name first, if individual)					
5300 Town and Country Blvd., Suite 150, Frisco, Texas 75034					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Peter Thiessen					
Full Name (Last name first, if individual)					
5300 Town and Country Blvd., Suite 150, Frisco, Texas 75034					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> 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:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> 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:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> 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:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					

**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? ..... \$ 50,000.00<sup>1</sup>  
 Yes  No
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)

**Spagnoli, Joseph**

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

**5717 Sunrise Blvd., Citrus Heights, CA 95610**

Name of Associated Broker or Dealer

**Pacific West**

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]	X [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)

**Swayne, Joshua**

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

**420 Boylston Ave. E, Seattle, WA 98102**

Name of Associated Broker or Dealer

**Pacific West**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	X [WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

**Patterson, Timothy R.**

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

**6402 386<sup>th</sup> St. E, Eatonville, WA 98328**

Name of Associated Broker or Dealer

**Pacific West**

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Full Name (Last name first, if individual)

**Fowler, Charles**

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

**8937 Pebble Beach Lane, King George, VA 22485**

<sup>1</sup> The minimum investment that will be accepted from any individual may be changed in the sole discretion of the company.

Name of Associated Broker or Dealer

**Pacific West**

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							[VA]					

Full Name (Last name first, if individual)

**Witthuhn, David**

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

**11447 120th Ave NE #200, Kirkland, WA 98033**

Name of Associated Broker or Dealer

**Pacific West**

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												[PR]

Full Name (Last name first, if individual)

**Herick, Gary**

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

**7200 S. Alton Way Ste 140A, Centennial, CO 80112**

Name of Associated Broker or Dealer

**Pacific West**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

**Stevenson, Donna**

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

**P.O. Box 669 23 N. Main Street, Angels Camp, CA 95222**

Name of Associated Broker or Dealer

**Pacific West**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

**Larson, Wes**

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

**371 NE Gilman Blvd. Ste 310, Issaquah, WA 98027**

Name of Associated Broker or Dealer

**Pacific West**

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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  
X

Full Name (Last name first, if individual)

**Perry, Doug**

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

**10300 SW Greenburg Rd, Ste 375, Portland, OR 97223**

Name of Associated Broker or Dealer

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Full Name (Last name first, if individual)

**Crawford, James**

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

**1951 Evelyn Byrd Way, Ste H, Harrisonburg, VA 22801**

Name of Associated Broker or Dealer

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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

**Merhoff, George**

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

**626 S 7<sup>th</sup> St., Klamath Falls, OR 97601**

Name of Associated Broker or Dealer

**Pacific West**

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Full Name (Last name first, if individual)

**Cannon, Robert**

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

**371 NE Gilman Blvd. Ste 310, Issaquah, WA 98027**

Name of Associated Broker or Dealer

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X

Full Name (Last name first, if individual)

**Stefanic, Peter**

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

**7622 69<sup>th</sup> Av Ct NW, Gig Harbor, WA 98335**

Name of Associated Broker or Dealer

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X

Full Name (Last name first, if individual)

Striciland, David

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

2801 Youngfield Ste 300, Golden, CO 80401

Name of Associated Broker or Dealer

Pacific West

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Full Name (Last name first, if individual)

Swayne, William

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

420 Boylston Ave. E, Seattle, Washington 98102

Name of Associated Broker or Dealer

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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

X

Full Name (Last name first, if individual)

Riding, Thomas Kirk

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

14369 Park Ave. Ste 201, Victorville, CA 92392

Name of Associated Broker or Dealer

Pacific West

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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All States

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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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Full Name (Last name first, if individual)

Jahncke, Thomas

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

96 Corporate Park Dr. #200, Irvine, CA 92606

Name of Associated Broker or Dealer

Pacific West

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Full Name (Last name first, if individual)

Bacon, Russell L.

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

13303 Manchester Road, Saint Lays, MO 63131

Name of Associated Broker or Dealer

Pacific West

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X

Full Name (Last name first, if individual)

Sanford, Richard B.

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

13231 Champion Forest Drive, Ste 305, Houston, Texas 77069

Name of Associated Broker or Dealer

Pacific West

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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X

Full Name (Last name first, if individual)

Curtis, Michael

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

515 N. Green St. Ste 401, Brownsburg, IN 46112

Name of Associated Broker or Dealer

Pacific West

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Merhoff, George

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

626 S. 7th St., Klamath Falls, OR 97601

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[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]
X

Full Name (Last name first, if individual)

Sinclair, Eric T.

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

14369 Park Ave. Ste 201, Victorville, CA 92392

Name of Associated Broker or Dealer

Pacific West

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]
				X								
[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)

**Carlton, Donna**

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

**7301 Ohms Ln., Ste 535, Edina MN 55439**

Name of Associated Broker or Dealer

**Pacific West**

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]
				X								
[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)

**Guenther, Adam**

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

**420 Boylston Ave. E, Seattle, WA 98102**

Name of Associated Broker or Dealer

**Pacific West**

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]	X	[WV]	[WI]	[WY]	[PR]

**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 .....	\$ 10,500,000.00	\$ 7,489,387.04
Equity .....	\$ 0.00	\$ 0.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred	0.00	0.00
Convertible Securities (including warrants).....	\$ 0.00	\$ 0.00
Partnership Interests .....	\$ 0.00	\$ 0.00
Other (Specify _____)	\$ 0.00	\$ 0.00
<b>Total .....</b>	<b>\$ 10,500,000.00</b>	<b>\$ 7,489,387.04</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 .....	151	\$ 7,489,387.04
Non-accredited Investors .....	0	\$ 0.00
<b>Total (for filings under Rule 504 only).....</b>	<b>0</b>	<b>\$ 0.00</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	\$ 0.00
Regulation A.....	0	\$ 0.00
Rule 504 .....	0	\$ 0.00
<b>Total .....</b>	<b>0</b>	<b>\$ 0.00</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 Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 60,000.00
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Engineering Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 840,000.00
Other Expenses (identify): .....	<input type="checkbox"/>	\$ 0.00
<b>Total .....</b>	<input checked="" type="checkbox"/>	<b>\$ 940,000.00</b>

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

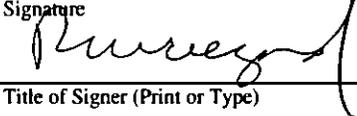
b. Enter the difference between the aggregate price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 9,560,000.00

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 be equal the adjusted gross proceeds to the issuer set forth in response to Part C - question 4.b above.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments To Others
Salaries and fees.....	<input checked="" type="checkbox"/>	\$ 105,000.00	<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"/>	\$ _____
Other (specify): Purchase of additional drilling and work over rigs and other well servicing equipment	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 9,455,000.00
Column Totals.....	<input checked="" type="checkbox"/>	\$ 105,000.00	<input checked="" type="checkbox"/>	\$ 9,455,000.00
 Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 9,560,000.00

**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) <b>Gulf Coast Rig &amp; Equipment, LLC</b>	Signature 	Date <b>6/23/08</b>
Name of Signer (Print or Type) <b>Richard W. Weyand</b>	Title of Signer (Print or Type) <b>Chief Executive Officer, President and Manager</b>	

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

**E. STATE SIGNATURE**

Yes      No

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?.....      

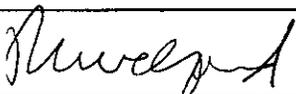
See Appendix, Column 5, for state response.

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 this its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Gulf Coast Rig &amp; Equipment, LLC</b>	Signature 	Date <b>6/23/08</b>
Name of Signer (Print or Type) <b>Richard W. Weyand</b>	Title of Signer (Print or Type) <b>Chief Executive Officer, President and Manager</b>	

*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		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0		X
AR									
CA		X	12% Series B Senior Secured Debentures, \$10,500,000	34	\$2,522,710.30	0	0		X
CO		X	12% Series B Senior Secured Debentures, \$10,500,000	6	\$225,000.00	0	0		X
CT									
DE									
DC									
FL		X	12% Series B Senior Secured Debentures, \$10,500,000	2	\$75,000.00	0	0		X
GA									
HI									
ID		X	12% Series B Senior Secured Debentures, \$10,500,000	2	\$35,000.00	0	0		X
IL		X	12% Series B Senior Secured Debentures, \$10,500,000	4	\$225,000.00	0	0		X
IN		X	12% Series B Senior Secured Debentures, \$10,500,000	2	\$75,000.00	0	0		X
IA		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0		X
KS		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0		X
KY									
LA		X	12% Series B Senior Secured	3	\$125,000.00	0	0		X

			Debentures, \$10,500,000						
ME									
MD									
MA		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0		X
MI		X	12% Series B Senior Secured Debentures, \$10,500,000	2	\$40,000.00	0	0		X
MN		X	12% Series B Senior Secured Debentures, \$10,500,000	4	\$100,000.00	0	0		X
MS									
MO		X	12% Series B Senior Secured Debentures, \$10,500,000	1	\$15,000.00	0	0		X
MT		X	12% Series B Senior Secured Debentures, \$10,500,000	1	\$50,000.00	0	0		X
NE									
NV		X	12% Series B Senior Secured Debentures, \$10,500,000	1	\$25,000.00	0	0		X
NH									
NJ		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0		X
NM									
NY		X	12% Series B Senior Secured Debentures, \$10,500,000	1	\$60,000.00	0	0		X
NC									
ND		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0		X
OH		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0		X
OK									
OR		X	12% Series B Senior Secured Debentures, \$10,500,000	14	\$597,000.00	0	0		X
PA		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0		X
RI									

SC		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0	X
SD		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0	X
TN								
TX		X	12% Series B Senior Secured Debentures, \$10,500,000	16	\$580,000.00	0	0	X
UT		X	12% Series B Senior Secured Debentures, \$10,500,000	0	0	0	0	X
VT								
VA		X	12% Series B Senior Secured Debentures, \$10,500,000	10	\$734,000.00	0	0	X
WA		X	12% Series B Senior Secured Debentures, \$10,500,000	48	\$2,005,676.74	0	0	X
WV								
WI								
WY								

END