

SEC Mail Processing Section

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

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JUL 30 2008

Washington, DC 110

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.)

Private Placement of Units of Common Shares and Warrants (July, 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

I. Enter the information requested about the issuer

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

Reservoir Capital Corp.

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

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

Barcode 08057212 Telephone Number (Including Area Code) (604) 662-8448

Brief Description of Business

Acquisition and development of opportunities in the South Eastern Europe natural resource and energy sectors

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 03 Year 06 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)

CN

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)

Vidovic, Miljana

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

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

Full Name (Last name first, if individual)

Sadhra, Michael

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

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

Full Name (Last name first, if individual)

Casswell, Kim C.

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

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

Full Name (Last name first, if individual)

Winn, Michael D.

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

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

Full Name (Last name first, if individual)

Trufram Eve, Patrick

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

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

Full Name (Last name first, if individual)

Thompson, Miles F.

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

(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 Partner
Managing Partner

Full Name (Last name first, if individual)

Ingram, Simon

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

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

Full Name (Last name first, if individual)

Peniuk, Dale

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

Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1

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

\$ **N/A**
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. (See Part C.4.a and Exhibit A)

Full Name (Last name first, if individual)

Global Resource Investments Ltd. CRD # 35878, SEC # 8-47039

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

7770 El Camino Real, Carlsbad, California, 92009-8506

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.)

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.....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common Shares <input type="checkbox"/> Preferred Shares		\$ _____
Convertible Securities (including warrants)... See Exhibit A on back of Form D.....	\$ _____	\$ _____
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify)... Units – see Exhibit A on back of Form D.....	\$ <u>3,244,475</u>	\$ <u>3,244,475</u>
Total... Both SEC Rule 506 and Rule 903(b)(1) sales of Units – see Exhibit A.....	\$ <u>3,244,475</u>	\$ <u>3,244,475</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..... Units – see "Exhibit A" on back of Form D.....	\$ <u>58</u>	\$ <u>1,726,061</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 type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input type="checkbox"/>	\$ _____
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Value of Finder's Fee paid to Global Resource Investments Limited in connection with U.S. Subscribers.....	<input checked="" type="checkbox"/>	\$ <u>92,662</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify)... Value of Finder's Fee paid in connection with Non-U.S. Subscribers.....	<input checked="" type="checkbox"/>	\$ <u>63,072</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>155,734</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.".....

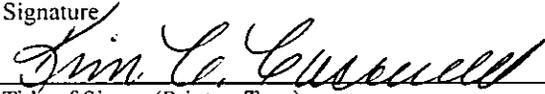
\$ 3,088,741

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"/> \$ _____
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 checked="" type="checkbox"/> \$ <u>2,090,441</u>
Other (specify) <u>Issuer's entry into the renewable energy sector in Serbia.</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>998,300</u>
_____	<input type="checkbox"/> _____	<input type="checkbox"/> _____
_____	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>3,088,741</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>3,088,741</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) Reservoir Capital Corp.	Signature 	Date July 28th, 2008
Name of Signer (Print or Type) Kim C. Casswell	Title of Signer (Print or Type) Corporate Secretary	

ATTENTION

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

Reservoir Capital Corp. (the "Issuer")
"Exhibit A" to Form D

Parts C.1 and C.2 of Form D

In this private placement financing (the "Offering") of units of common shares and warrants (the "Units") that closed on July 16, 2008, the Issuer offered and sold 5,000,000 Units at a price of CDN\$0.65 per Unit for gross proceeds in U.S. dollars of \$3,244,475 [CDN\$3,250,000]. Each Unit consists of one common share and one non-transferable share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to acquire an additional common share at a price of CDN\$1.00 per share for a period of two years from the closing of the Offering.

Except as described in the following two paragraphs, the Units have been offered, sold and delivered outside the United States by certain officers and directors of the Issuer in reliance upon Rule 903(b)(1) of Regulation S under the Securities Act of 1933, as amended (the "Securities Act").

Of the total Units offered and sold in this Offering, 2,460,000 Units were offered, sold and delivered within the United States by Global Resource Investments Ltd. ("GRIL"), a broker-dealer duly registered with the SEC, FINRA and all applicable state securities laws, at a price of CDN\$0.65 per Unit for gross proceeds in U.S. dollars of \$1,596,282 [CDN\$1,599,000], in reliance upon Rule 506 of Regulation D under the Securities Act, to persons residing in Arizona, California, Colorado, Florida, Illinois, Iowa, Louisiana, Massachusetts, Michigan, Minnesota, Montana, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Texas, Vermont and Washington.

Of the total Units offered and sold in this Offering, 200,000 Units were offered, sold and delivered within the United States by certain officers and directors of the Issuer at a price of CDN\$0.65 per Unit for gross proceeds in U.S. dollars of \$129,779 [CDN\$130,000], in reliance upon Rule 506 of Regulation D under the Securities Act, to one individual residing in New Jersey.

None of the Issuer's officers and directors has or will receive any offering-related remuneration in connection with the U.S. subscribers.

The Issuer has established that all of the U.S. subscribers are "Accredited Investors," as defined in Rule 501(a) of Regulation D under the Securities Act.

Part C.4.a of Form D

A finder's fee of 240,000 Finder's shares and 240,000 Finder's warrants, for a total value in U.S. dollars of \$155,734 [CDN\$156,000], has been paid to GRIL with respect to the Offering. The Finder's warrants will entitle GRIL to acquire an additional common share of the Issuer at a price of CDN\$1.00 per share for a period of two years from the closing of the Offering.

Of the total value of finder's fee paid to GRIL by the Issuer, \$92,662 in U.S. dollars [CDN\$92,820] was paid in connection with the U.S. subscribers, and \$63,072 in U.S. dollars [CDN\$63,180] was paid in connection with the non-U.S. subscribers.

PLEASE NOTE: All dollar amounts disclosed under Part C of this Form D are expressed in U.S. dollars using the daily noon exchange rate of 1 CDN = 0.9983 U.S. as of the closing date of July 16, 2008.

END