

FORM D
Notice of Exempt
Offering of Securities

U.S. Securities and Exchange Commission
 Washington, DC 20549
 (See instructions beginning on page 5)

1429672
 OMB APPROVAL
 OMB Number: 3235-0076
 Expires: November 30, 2008
 Estimated average burden
 hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer Aquiline Resources Inc.	Previous Name(s) <input type="checkbox"/> None 	Entity Type (Select one) <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other (Specify) Registered SEC
Jurisdiction of Incorporation/Organization Ontario	 08063217	NOV 12 2008
Years of Incorporation/Organization (Select one) <input checked="" type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (specify year)	<input type="radio"/> Yet to be formed	

Item 2. Principal Place of Business and Contact Information

Street Address 1 The Exchange Tower	Street Address 2 130 King Street West, Suite 3680, Box 99	City Toronto	State/Province/Country Ontario/Canada	ZIP/Postal Code M5X 1B1	Phone No. 416-599-4133
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Item 3. Related Persons

Last Name Henderson	First Name Marc	Middle Name
Street Address 1 The Exchange Tower	Street Address 2 130 King Street West, Suite 3680, Box 99	City Toronto
State/Province/Country Ontario/Canada	ZIP/Postal Code M5X 1B1	

PROCESSED

NOV 21 2008

THOMSON REUTERS

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if necessary)

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page (s).)

Item 4. Industry Group (Select one)

- Agriculture**
- Banking and Financial Services**
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
- Business Services Energy**
 - Electric Utilities
 - Energy Conservation
 - Coal Mining
 - Environmental Service
 - Oil & Gas
 - Other Energy
- Health Care**
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing Real Estate**
 - Commercial
 - Construction
 - REITS & Finance
- Residential**
 - Other Real Estate
- Retailing**
- Restaurants Technology**
 - Computers
 - Telecommunications
 - Other Technology
- Travel**
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
 - Other

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
 - Private Equity Fund
 - Venture Capital Fund
 - Other Investment Fund
- Is the issuer registered as an investment company under the Investment Company Act of 1940?
- Yes No
- Other Banking & Financial Services

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice
- OR
- Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$

Item 12. Sales Compensation

Recipient <input type="text"/>	Recipient CRD Number <input type="text"/>	<input type="checkbox"/> No CRD Number
(Associated) Broker or Dealer <input type="checkbox"/> None <input type="text"/>	(Associated) Broker or Dealer CRD Number <input type="text"/>	<input type="checkbox"/> No CRD Number
Street Address 1 <input type="text"/>	Street Address 2 <input type="text"/>	
City <input type="text"/>	State/Province/Country <input type="text"/>	ZIP/Postal Code <input type="text"/>

States of Solicitation 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

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount	\$ <input type="text" value="752,506.00"/>	OR	<input type="checkbox"/> Indefinite
(b) Total Amount Sold	\$ <input type="text" value="752,506.00"/>		
(c) Total Remaining to be Sold (Subtract (a) from (b))	\$ <input type="text" value="0.00"/>	OR	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions:	\$ <input type="text" value="0.00"/>	<input type="checkbox"/> Estimate
Finders' Fees:	\$ <input type="text" value="0.00"/>	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0.00

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D. States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s): Aquiline Resources Inc.

Name of Signer: G. Michael Hobart

Signature: [Handwritten signature]

Title: Secretary

Number of continuation pages attached: 2

Date: 11/10/2008

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Last Name	First Name	Middle Name
Walter	Martin	

Street Address 1	Street Address 2
The Exchange Tower	130 King Street West, Suite 3680, Box 99

City	State/Province/Country	ZIP/Postal Code
Toronto	Ontario/Canada	M5X 1B1

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if necessary)

Last Name	First Name	Middle Name
Yerly	Blaise	

Street Address 1	Street Address 2
The Exchange Tower	130 King Street West, Suite 3680, Box 99

City	State/Province/Country	ZIP/Postal Code
Toronto	Ontario/Canada	M5X 1B1

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if necessary)

Last Name	First Name	Middle Name
Constable	David	

Street Address 1	Street Address 2
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City	State/Province/Country	ZIP/Postal Code
Toronto	Ontario/Canada	M5X 1B1

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if necessary)

Last Name	First Name	Middle Name
Sutherland	John	

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Toronto	Ontario/Canada	M5X 1B1

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if necessary)

(Copy and use additional copies of this page as necessary.)

Last Name	First Name	Middle Name
Hobart	G.	Michael

Street Address 1	Street Address 2
The Exchange Tower	130 King Street West, Suite 3680, Box 99

City	State/Province/Country	ZIP/Postal Code
Toronto	Ontario/Canada	M5X 1B1

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if necessary)

Last Name	First Name	Middle Name
Gibson	Dennis	

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Clarification of Response (if necessary)

Last Name	First Name	Middle Name

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City	State/Province/Country	ZIP/Postal Code

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if necessary)

Last Name	First Name	Middle Name

Street Address 1	Street Address 2

City	State/Province/Country	ZIP/Postal Code

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if necessary)

(Copy and use additional copies of this page as necessary.)

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