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SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

PROCESSED JAN 2 9 2003 THOMSON

FINANCIAL

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

02204963

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

SEC USI	ONLY
Prefix	Serial
DATE RE	CEIVED

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

Filing Under (Check box(es) that apply):

[X] <u>Rule 504</u> [] <u>Rule 505</u> [] <u>Rule 506</u> [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer SHEPLERS, INC.

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

Address of Executive Offices (Number and Street, City, State, Zip Code) 6501 W. Kellogg, Wichita, KS 67209 Telephone Number (Including Area Code) 316-946-3838

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

Brief Description of Business Merchandising and marketing of western apparel and accessories						
Type of Business Organiz	ation					
[X] corporation	[] limited partnership, already formed [] other (please specify)):				
[] business trust	[] limited partnership, to be formed					
	Month Year					
Actual or Estimated Date	of Incorporation or Organization: [0]4] [7]6] [X] Actual [] Estimat	ted				
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [K][S]					

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 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.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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- 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 [X	(] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Cohen, Louis	D.		
Business or Resider Wichita, KS 67226	nce Address (Num	ber and Street, (City, State, Zip Code	e) 8935 Windwoo	d Ct.,
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Anop, Michael	P.		
Business or Resider Wichita, KS 67209	nce Address (Num	ber and Street,	City, State, Zip Cod	e) 6501 W. Kellog	g,
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Mosley, John	Т.		•
Business or Resider Wichita, KS 67209	nce Address (Num	ber and Street, (City, State, Zip Code	e) 6501 W. Kellog	g,
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nan Children's Fund)	ne first, if individua	al) Jabara, Fran (D. (individually and	as a Trustee of	······································
Business or Resider Wichita, KS 67209	nce Address (Num	ber and Street, (City, State, Zip Cod	e) 6501 W. Kellog	g,
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner

	
Full Name (Last name first, if individual) Wilcox, John	
Business or Residence Address (Number and Street, City, State, Zip Code) 6501 W. Kellogg, Wichita, KS 67209	
, , ,	eneral and/or lanaging artner
Full Name (Last name first, if individual) Tongue, Tom	**************************************
Business or Residence Address (Number and Street, City, State, Zip Code) 6501 W. Kellogg, Wichita, KS	
	eneral and/or lanaging artner
Full Name (Last name first, if individual) Hampton, Mark	•
Business or Residence Address (Number and Street, City, State, Zip Code) 6501 W. Kellogg, Wichita, KS 67209	
	eneral and/or lanaging artner
Full Name (Last name first, if individual) Gerstenkorn, Ed	
Business or Residence Address (Number and Street, City, State, Zip Code) 6501 W. Kellogg, Wichita, KS 67209	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	
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	

Full N	ame (La	st name	first, if i	ndividua	al)							
Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, C	City, State	e, Zip Co	de)			
Name	of Asso	ciated B	roker or	Dealer								
					olicited or		to Solici	t Purcha	sers	[] All State	es
[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 N	ame (La	st name	first, if i	ndividua	al)							
Busine	ess or R	esidenc	e Addres	ss (Num	ber and	Street, C	City, State	e, Zip Co	de)			
Name	of Asso	ciated E	Broker or	Dealer								
States	s in Whic	h Perso	n Listed	Has So	licited or	Intends	to Solici	t Purcha	sers			
(Check	k "All Sta	tes" or c	heck indi	vidual S	tates)					[] All State	es
[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]	rkivi						
10.11	1001					[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[NC] [VA]	[ND] [WA]	[OH]	[OK] [WI]	[OR] [WY]	
	[SC] ame (La	[SD]	[TN]	[TX]	[UT]					-		[PA]
Full N	ame (La	[SD] st name	[TN]	[TX] ndividua	[UT]	[VT]	[VA]		[WV]	-		[PA]
Full N	ame (La	[SD] st name esidenc	[TN] first, if i	[TX] ndividua ss (Num	[UT]	[VT]	[VA]	[WA]	[WV]	-		[PA]
Full N Busine Name States	ame (La ess or R of Asso	[SD] st name esidenc ciated E	[TN] e first, if i e Addres Broker or on Listed	[TX] ndividua ss (Num Dealer Has Sc	[UT] al) aber and	[VT] Street, C	[VA]	[WA]	[WV]	[WI]	[WY]	[PA] [PR]
Full N Busine Name States (Check	ame (La ess or R of Asso s in Whick "All Sta	[SD] st name esidenc ciated E ch Perso	[TN] e first, if i e Addres Broker or on Listed theck indi	[TX] ndividua ss (Num Dealer Has Sc vidual St	[UT] al) aber and alicited or	Street, C	[VA] City, State to Solici	[WA] e, Zip Co	[WV]	[WI]	[WY]	[PA] [PR]
Full N Busine Name States (Check	ame (La ess or R of Asso s in Whick "AJ] Sta [AK]	[SD] st name esidenc ciated E th Perso tes" or c [AZ]	[TN] e first, if i e Addres Broker or on Listed heck indi [AR]	[TX] ndividua ss (Num Dealer Has So vidual St	[UT] al) aber and clicited or tates)	Street, C	[VA] City, State to Solici [DE]	[WA] e, Zip Co t Purcha	[WV]	[WI]	[WY]] All State [HI]	[PA] [PR]
Full N Busine Name States (Check [AL] [IL]	ame (La ess or R of Asso s in Whic k "All Sta [AK] [IN]	[SD] st name esidenc ciated E ch Perso tes" or c [AZ] [IA]	[TN] e first, if i e Addres Broker or on Listed heck indi [AR] [KS]	[TX] ndividua ss (Num Dealer Has Sc vidual St [CA] [KY]	[UT] all) aber and blicited or tates) [CO] [LA]	Street, Continued in the continued in th	[VA] City, State to Solici [DE] [MD]	[WA] e, Zip Co t Purcha [DC] [MA]	[WV] ode) sers [FL] [MI]	[WI] [GA] [MN]	[WY]] All State [HI] [MS]	[PA] [PR]
Full N Busing Name States (Check	ame (La ess or R of Asso s in Whick "AJ] Sta [AK]	[SD] st name esidenc ciated E th Perso tes" or c [AZ]	[TN] e first, if i e Addres Broker or on Listed heck indi [AR]	[TX] ndividua ss (Num Dealer Has So vidual St	[UT] al) aber and clicited or tates)	Street, C	[VA] City, State to Solici [DE]	[WA] e, Zip Co t Purcha	[WV]	[WI]	[WY]] All State [HI]	[PA] [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.

Vi

Type of Security		Aggregate fering Price	Amo	ount Already Sold
Debt	\$	0	\$	0
Equity	\$ 34	67.50	\$ 34	67.50
[] Common [] Preferred				
Convertible Securities (including warrants)	\$	0	\$	0
Partnership Interests	\$	0	\$	0
Other (Specify).	\$	0	\$	0
Total	\$ 34	67.50	\$ 34	67.50
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 <u>Rule 504</u>, 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	Dollar Amount of Purchases
Accredited Investors	1	\$ 3467.50
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	11	\$ 3467.50
Answer also in Appendix, Column 4, if filing under ULOE.		

Angragata

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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	Solo	ar Amount d
Rule 505	0	\$	0
Regulation A	0	\$	0
Rule 504	0	\$	0
Total	0	\$	0

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	[] \$	0	
Printing and Engraving Costs	[] \$	0	
Legal Fees	[X] \$	200	
Accounting Fees	[] \$	0	
Engineering Fees	[] \$	0	
Sales Commissions (specify finders' fees separately)	[] \$	0	
Other Expenses (identify)	[]\$	0	
Total	[]\$	200	

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."

13

\$ 3267.50

Payments

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.

	to Officers, Directors	
	& Affiliates	Payments To Others
Salaries and fees	[]\$ 0	[]\$ 0
Purchase of real estate	[]\$ 0	[]\$ 0
Purchase, rental or leasing and installation of machinery and equipment	[]\$ 0	[]\$ 0
Construction or leasing of plant buildings and facilities	[]\$ 0	[]\$ 0
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)	[]\$ 0	[]\$ 0
Repayment of indebtedness	[]\$ 0	[]\$ 0
Working capital	[]\$ 0	[] \$3267.50
Other (specify):	[]\$ 0	[]\$ 0
	[]\$ 0	[]\$ 0
Column Totals	[]\$ 0	[] \$ 3267.50
Total Payments Listed (column totals added)	[]:	\$ 3267.50

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)	Signature	·~~//	Date	/_
SHEPLERS, INC.	John 1	Milley	1/2/	03
Name of Signer (Print or Type)	Title of Signer	(Print or Type)		
John T. Mosley	Executive VP,	, Secretary, Treasurer		
P	ATTENTION	MINISTERIOUS STOREGER AND COLDES THE HORSE OF STOREGER AND STOREGER AN		
Intentional misstatements or omissions o	of fact constitute fed J.S.C. 1001.)	leral criminal violatior	ıs. (See 18	t t
	erente de la constituta de la constitución de la constitución de la constitución de la constitución de la const			.i
E. STA	ATE SIGNATURE			
1. Is any party described in 17 CFR 230.263 provisions of such rule?	2 presently subject to	any of the disqualificat	ion	Yes No
See Appendix, C	column 5, for state res	ponse.		
2. The undersigned issuer hereby undertak which this notice is filed, a notice on Form I law.				
3. The undersigned issuer hereby undertake request, information furnished by the issuer		ate administrators, upor	n written	
4. The undersigned issuer represents that the satisfied to be entitled to the Uniform limited notice is filed and understands that the issue burden of establishing that these conditions	d Offering Exemption er claiming the availa	(ULOE) of the state in validity of this exemption is	vhich this	
The issuer has read this notification and known notice to be signed on its behalf by the under			sed this	
Issuer (Print or Type)	And the state of t	Signature	Date	
Name of Signer (Print or Type)		Title (Print or Type)		

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

					700.00.000 AVA.				_
1	Intend to to non-accordinvestors is	credited in State		Type of investor and amount purchased in State			5 Disqualifi under Stat (if yes, a explanat waiver gr	e ULOE attach ion of anted)	
	(Part B-I	tem 1)	(Part C-Item 1)	(Part C-Item 2)				(Part E-II	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO				1	3467.50				
СТ									
DE									
DC		2							
FL				1-04					
GA									
Н									
ID									
IL		**************************************					***************************************		
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002