FORM D

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

FORM D

APR 1 7 2003 Es

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

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

SEC USE ONLY			
Prefix		Serial	
DAT	E RECEI	VED	

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

ANTELOPE TECHNOLOGIES, INC.

Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[X] Rule 505	[X] <u>Rule 506</u>	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [X] An	nendment				1212 HOLD SAIRS (1188) 1
	A. BASIC	IDENTIFICATION	DATA		
Enter the information requested about	the issuer				1
Name of Issuer ([] check if this is an ar		ne has changed, a E TECHNOLOGIE			
Address of Executive Offices (Numb 8955 South Ridgeline Boulevard, Suite 1 Highlands Ranch, CO 80129 Telephone		, , ,	344-4313	1175	5563
Address of Principal Business Operation	s (Number and S	treet, City, State, 2	Ip Code)		and eggi
Brief Description of Business: Manufactu	re and sale of mob	oile computers			-bkaeraa
Type of Business Organization					APR 2 1 200
[X] corporation	[] limited partne	ership, already for	med	[] other (please sp	ecify): THOMSON
[] business trust	[] limited partn	ership, to be forme	ed		FINANCIAL
			Month Year		
Actual or Estimated Date of Incorporatio Jurisdiction of Incorporation or Organiza	•	ter U.S. Postal Ser		or State:	timated

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.

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.

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: [X] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Kenneth A. Geyer
Business or Residence Address (Number and Street, City, State, Zip Code) 8955 South Ridgeline Boulevard, Ste. 1200, Highlands Ranch, CO 80129
Check Box(es) that Apply: [X] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Tom P. Scott
Business or Residence Address (Number and Street, City, State, Zip Code) 8955 South Ridgeline Boulevard, Ste. 1200, Highlands Ranch, CO 80129
Check Box(es) that Apply: [X] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Anna C. Cole
Business or Residence Address (Number and Street, City, State, Zip Code) 8955 South Ridgeline Boulevard, Ste. 1200, Highlands Ranch, CO 80129
Check Box(es) that Apply: [X] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) David E. Witt
Business or Residence Address (Number and Street, City, State, Zip Code) 8955 South Ridgeline Boulevard, Ste. 1200, Highlands Ranch, CO 80129
Check Box(es) that Apply: [X] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) C. Stephen Guyer
Business or Residence Address (Number and Street, City, State, Zip Code) 8955 South Ridgeline Boulevard, Ste. 1200, Highlands Ranch, CO 80129
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner

B. INFORMATION ABOUT OFFERING

1. Has		uer sold	, or doe	s the iss	uer inter	nd to sell	, to non-	accredite	d invest	ors in this	Yes [X]	No []
			Answ	er also i	in Appen	dix, Colu	umn 2, if	filing und	der ULOI	E.		
2. Wh	at is the	minimu	m inves	tment th	at will be	accepte	ed from a	any indivi	dual?		\$_No	ne
3. Doe	es the of	fering p	ermit joi	nt owne	rship of a	a single	unit?				Yes [X]	No []
indirect sales of or dea more to	tly, any of securit ler regist han five (commiss ies in the ered with (5) perso	ion or si offering the SEC	milar ren If a pers and/or v isted are	nuneration son to be with a sta associat	n for soli listed is a te or state	citation o an associa es, list the	f purchas ated perso name of	ers in co on or age the broke	en, directly nnection wi nt of a brok er or dealer. , you may s	th er If	
Full N	ame (La	st name	e first, if	individu	al) 							
Busine	ess or R	esidenc	e Addre	ss (Num	nber and	Street, 0	City, Stat	e, Zip Co	ode)			
Name	of Asso	ciated E	Broker o	Dealer								
States	in Whic	h Perso	n Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers			
(Check	"All State	es" or che	ck individ	ual States)					[] All S	tates	
[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 Na	ıme (Las	t name fi	rst, if indi	vidual)								
Busine	ss or Re	sidence /	Address ((Number	and Stree	et, City, S	tate, Zip	Code)				
Name	of Assoc	iated Bro	ker or De	ealer		-						
			Listed Ha			nds to Sc	olicit Purch	nasers		[] All S	tates	
[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]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[\]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ıme (Las	t name fi	rst, if indi	vidual)			···········					
Busine	ss or Re	sidence /	Address	(Number	and Stree	et, City, S	tate, Zip	Code)				
Name	of Assoc	iated Bro	ker or De	ealer								
			Listed Ha			nds to Sc	licit Purc	nasers		[] All S	tates	
[AL]	[AK]	[AZ]	[AR]	[CA]	_ [CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[/ <u>L</u>]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[, <u>_</u>] [MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[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 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
Debt	\$

Other (Specify_____).
Total

Equity

[X] Common [] Preferred

Partnership Interests

Convertible Securities (including warrants)

(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	Dollar Amount of Purchases
Accredited Investors	9	\$ 1,142,128
Non-accredited Investors	3	\$ 155,000
Total (for filings under Rule 504 only)		\$ 1,297,128
Answer also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under $\underline{\text{Rule } 504}$ or $\underline{505}$, 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	Lyne of Security	r Amount Sold
Rule 505	NA \$	
Regulation A	NA \$	
Rule 504	Common Stock	\$ <u>147,000</u>
Total		\$ 147,000

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	[]	\$	
Printing and Engraving Costs	[]	\$	
Legal Fees	[X]		\$ 2,500
Accounting Fees	[X]		\$ 5,000
Engineering Fees	[]	\$	
Sales Commissions (specify finders' fees separately)	[]	\$	
Other Expenses (identify) Miscellaneous	[]	\$	
Total	[]	<u></u>	\$ 7,500

b. Enter the difference between the aggregate offering price given in response

\$ 1,289,628

Amount Already

Sold

\$ 1,097,128

\$ 200,000

\$ 1,297,128

Aggregate

\$ 1,800,000

\$ 200,000

\$ 2,000,000

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."

5. Indicate below the amount of the adjusted gross proceeds to the issuer Payments to Payments To 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 Directors, & 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.

Others Officers, Affiliates

Salaries and fees	[]\$	[]\$
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[X] \$100,000
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)	[]\$	[]\$
Repayment of indebtedness	[]\$	[X]\$50,000
Working capital	[]\$	[]\$
Other (specify): Working capital	[]\$	[X] — \$1,139,628
	[]\$	[]\$
Column Totals	[]\$	[]\$
Total Payments Listed (column totals added)		[X]\$1,289,628

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) Antelope Technologies, Inc.	Signature /	Date: 4-16-2003
Name of Signer (Print or Type) C. Stephen Guyer	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.)