### FORM D

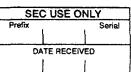
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR FORM LIMITED OFFERING EXEMPTIO

OMB APPROVAL
OMB Number: 3235-00

OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response.....16.00



UNIFORM LIMITED OFFERING EARN	riion
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Primaris Airlines, Inc.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	ULOE
	DDOCECCE
A. BASIC IDENTIFICATION DATA	L MOCESSED
1. Enter the information requested about the issuer	MAY 1 6 2003
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	1111 1 0 2003
Primaris Airlines Inc.	<b>THOMSON</b>
Address of Executive Offices (Number and Street, City, State, Zip Code) 320 E. Warm Springs Road, Suite, Las Vegas, NV 89119	Telephone Number (Including Area Code) (702) 270-0999
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	/ >
Commercial Airline (Start-up)	
Type of Business Organization  corporation   limited partnership, already formed   other (purple)   limited partnership, to be formed	please specify): A SHOP NEW 11 / SHOP
Month Year  Actual or Estimated Date of Incorporation or Organization: 0 6 0 2 Actual Estin  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State  CN for Canada; FN for other foreign jurisdiction)	mated :: DE 187
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 to 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 predictated on the filing of a federal notice.

						e e e	A. BASIC IDI	ENTE	CATION DATA				
2.	En	ter the info	rmation re	equested	for the fo	llowin	ıg:	and the second of the	and the state of t		A THE RESERVE TO SECURE A SECURE ASSESSMENT	in company in highly	
	•	Each pro	moter of	the issue	r, if the is	suer h	as been organized w	ithin 1	the past five years;				
	•	Each ber	eficial ow	mer havii	ng the pov	er to	vote or dispose, or di	rect th	e vote or disposition	of, 10	% or more o	f a clas	s of equity securities of the issuer
	•	Each exe	cutive off	ficer and	director o	f corp	orate issuers and of	corpo	rate general and mar	aging	partners of	partne	ership issuers; and
	•	Each ger	neral and r	nanaging	g partner o	f part	nership issuers.						
Che	ck B	iox(es) that	Apply:	P	romoter	X	Beneficial Owner	X	Executive Officer	X	Director		General and/or Managing Partner
		ne (Last na		if individ	lual)				····				
_//	/lor	ris, Mai	rk G.										
		or Reside E. War		•			t, City, State, Zip Co Vegas, NV 89		)				
Che	ck B	ox(es) that	Apply:	☐ Pi	romoter	×	Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
		ne (Last na		if individ	lual)								<del></del>
		is, Kary			mbar and	Ctron	t, City, State, Zip Co	40)			<del></del>		
				-			Vegas, NV 89		9				
Che	ck B	ox(es) that	Apply:	P	romoter		Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
		ne (Last na rsall, Jo			ual)			_					
Bus	iness	or Reside	nce Addre	ss (Nu	mber and	Street	t, City, State, Zip Co	de)					
3	20	E. War	m Spri	ings R	Road, L	.as \	Vegas, NV 89	119	9				
Che	ck B	ox(es) that	Apply:	☐ Pr	romoter		Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
		ne (Last na ace, Te		f individ	ual)						.,		<u></u>
		or Reside E. War		-			, City, State, Zip Co Vegas, NV 89		)				
Che	ck B	ox(es) that	Apply:	☐ Pr	romoter		Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
		ne (Last na , Kevin		f individ	ual)				<del></del>				
							, City, State, Zip Co Vegas, NV 89		)				
Che	ck B	ox(es) that	Apply:	☐ Pr	omoter		Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
		ne (Last na			ual)		Tr.,						
Bus	iness	or Residen	nce Addre	ss (Nu			City, State, Zip Co Vegas, NV 89		)				
		ox(es) that			omoter		Beneficial Owner	X	<del></del>		Director		General and/or Managing Partner
Full	Nan	ne (Last na	me first. i	f individ	ual)								
		ander,	-		•								
				ss (Nu	mber and	Street	, City, State, Zip Co	de)					
							/egas, NV 89		)				

		A. BASIC ID	ENERFICATION DATA		
2. Enter the information re	equested for the fo	llowing:			
<ul> <li>Each promoter of</li> </ul>	the issuer, if the is	suer has been organized v	within the past five years;		
<ul> <li>Each beneficial ow</li> </ul>	mer having the pow	er to vote or dispose, or d	irect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
<ul> <li>Each executive of</li> </ul>	ficer and director o	f corporate issuers and of	f corporate general and mar	naging partners of	partnership issuers; and
<ul> <li>Each general and i</li> </ul>	nanaging partner o	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Bagley, Vernon D					
Business or Residence Address 320 E. Warm Spr	-		· ·		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)	+ *	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				<del></del>
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		

					, B. I	NFORMAT	ION ABOI	T OFFERI	NG				
1.	Has the	issuer sol	đ, or does t	he issuer i	ntend to se	il. to non-a	ccredited i	nvestors in	this offer	ine?		Yes □	No <b>X</b>
			.,			n Appendix				_		لسا	
2.	What is	the minin	num investr	nent that v	vill be acce	pted from	any individ	lual?				s_10	00,000
												Yes	No
3.		_	permit join		-								
4.	or state	sion or sin son to be lis s, list the n	tion requestilar remune sted is an assame of the b you may s	ration for sociated per roker or d	solicitation erson or age ealer. If me	of purchasent of a broker ore than five	ers in conne cer or deale e (5) persor	ection with r registered ns to be list	sales of sed with the S ded are asso	curities in t SEC and/or	he offering with a state	;	
			first, if ind	ividual)									
		Calvert I	Address (N	Jumber an	d Street C	ity State 7	in Code)		<del></del>				· · · · · · · · · · · · · · · · · · ·
			et, West				mp code)						
			roker or De										
			n Listed Ha		or Intends	to Solicit	Purchasers						
	(Check	"All State	s" or check	individua	l States)	•••••••		••••••	••••••		•••••	☐ Al	l States
	AL IL MT RI	AK IN NE KC	AZ IA NV SD	AR KS NH TN	KY KY W	CO LA NM UT	ME VT	DE MD NC VA	DC MZA ND WA	MI OH WV	GA MN OK WI	HI MS OR WY	MO PR
		Last name	first, if ind	ividual)	· · · · · · · · · · · · · · · · · · ·			·					
Bus	iness or	Residence	Address (1			City, State, 2	Zip Code)			····	<del></del>		
			roker or De tments, I										
Stat	es in Wh	ich Persor	n Listed Ha	Solicited	or Intends	to Solicit	Purchasers		<del></del>	<del></del>			
	(Check	"All State	s" or check	individua	States)			•••••	***************************************	***************************************	••••••	☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	KY KY X	CO LA NM UT	ME ME VT	DE MD NC VA	DC MA ND WA	MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PR
		Last name James	first, if ind	ividual)									
			Address (1 et, Westp			ity, State, 2	Zip Code)						
			roker or De tments,										
Stat	es in Wh	ich Persor	Listed Has	Solicited	or Intends	to Solicit l	Purchasers		<del></del>				
	(Check	"All State:	s" or check	individual	States)		****************	••••••		•••		☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NAY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						B. I	NFORMAT	ION ABOU	T OFFERI	NG:				
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?  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)  Martin, Sean C.  Business or Residence Address (Number and Street, City, State, Zip Code)  10 Wright Street, Westport, CT 06880  Name of Associated Broker or Dealer  VFinance Investments, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All States  All States  All States  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Pale DC PI GA HI ID  TI IN IA IS IS IS IN	1.	Has the	issuer sold	l. or does th	ne issuer in	ntend to se	ell, to non-a	ccredited i	investors in	n this offer	ing?		_	
3. Does the offering permit joint ownership of a single unit?  Yes No Commission of similar remuseration 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 or as 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)  Martin, Sean C.  Business or Residence Address (Number and Street, City, State, Zip Code)  10 Wright Street, Westport, CT 06880  Name of Associated Broker or Dealer  VFinance Investments, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All States  All States  All States  All 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  All All States  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer				,			•				•		ш	ies.
3. Does the offering permit joint ownership of a single unit?	2.	What is	the minim	um investm	ent that w	rill be acce	pted from	any individ	lual?		•••••		s_10	0,000
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 Offening. If a person to be listed is an associated person or agent of a broker or dealer, repaired 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)  Martin, Sean C.  Business or Residence Address (Number and Street, City, State, Zip Code)  10 Wright Street, Westport, CT 06880  Name of Associated Broker or Dealer  Vinance Investments, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  AK AZ AR CA CO OF DE DC F. GA HI ID  MT INE INV INI INI INI INI INI INI INI INI INI	2	Doortho	. efforing a		. avve anahi	n of a sina	la mit?							_
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)  Martin, Sean C.  Business or Residence Address (Number and Street, City, State, Zip Code)  10 Wright Street, Westport, CT 06880  Name of Associated Broker or Dealer  VFinance Investments, Inc.  [All States  (Check "All States" or check individual States)  [All States  (Check "All States" or check individual States)  [All States  All Ak AZ AR CA CO DE DE DE DE DE DE All DE				-		_								LJ
Martin, Sean C.  Business or Residence Address (Number and Street, City, State, Zip Code)  10 Wright Street, Westport, CT 06880  Name of Associated Broker or Dealer  VFinance Investments, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)		or states	sion or simi on to be list , list the na	ilar remune ted is an ass me of the b	ration for s ociated pe roker or de	olicitation rson or age aler. If mo	of purchas ent of a brol ore than fiv	ers in conn- cer or deale e (5) persor	ection with or registered ns to be list	sales of sed d with the S ded are asso	curities in t SEC and/or	he offering. with a state		
Business or Residence Address (Number and Street, City, State, Zip Code)  10 Wright Street, Westport, CT 06880  Name of Associated Broker or Dealer  VFinance Investments, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)					vidual)									
Name of Associated Broker or Dealer  Vinance Investments, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  IL IN IA RS RY LA ME MD MA MI MN MS MO MI NE NO INTENDED INTENDE					umber and	Street, C	ity. State. 2	in Code)						
VFinance Investments, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  AK AZ AR CA CO DT 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 DT 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 States)  (Check "All States" or check individual States)  (Check "All States														
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)														
AL AK AZ AR CA CO DE 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 DW 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)						or Intends	to Solicit	Purchasers						
IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM MF 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)		(Check '	'All States	" or check	individual	States)							☐ Al	States
MT NE NV NH NJ NM NF 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)		M	AK	AZ	AR	CA	CO		DE	DC	FL	GA	HI	[ID]
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)		IL	IN	IA	KS	KY	LA	ME	MD		MI	MN		MO
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)														
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)		[KI]	[SC]	ומט	LIN	LA	[01]	VI	(VA)	WA	WV.	WI	WY	(PK)
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)	Full	Name (L	ast name i	first, if indi	vidual)									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Bus	iness or	Residence	Address (N	lumber an	d Street, C	City, State,	Zip Code)			<del></del>			
(Check "All States" or check individual 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	Nan	ne of Ass	ociated Br	oker or Dea	ıler						<u> </u>		<del> </del>	
(Check "All States" or check individual 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							· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·						
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	Stat												["] A11	States
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		•	All States	Of CHECK	HUIVIQUAI								Ŭ A.	States
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														
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														
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer														
Name of Associated Broker or Dealer	Full	Name (L	ast name f	first, if indi	vidual)	<del> </del>							·	
Name of Associated Broker or Dealer														<del></del>
	Bus	iness or	Residence	Address (N	lumber an	d Street, C	ity, State,	Zip Code)						
	Nan	ne of Asso	ociated Bro	oker or Dea	iler							** <u>*</u>		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Stat	es in Whi	ch Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		·				
(Check "All States" or check individual States)		(Check "	'All States'	or check i	individual	States)	***************************************	,,	***************************************		••••••		☐ All	States
AL AK AZ AR CA CO CT DE DC FL GA HI ID		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			ĪN		KS	KY	LA		MD					
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														

# 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	S	\$
	Equity	3,000,000.00	\$_600,000.00
	Common Preferred		
	Convertible Securities (including warrants)	<b></b>	\$
	Partnership Interests	S	<b>S</b>
	Other (Specify		\$
	Total	3,000,000.00	\$_600,000.00
	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	2	\$_600,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	2	\$_600,000.00
	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	Common Stock	\$_600,000.00
	Total		\$
ţ	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 insurer. 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		\$_0.00
	Printing and Engraving Costs		\$_0.00
	Legal Fees	<b>K</b>	\$ 10,000.00
	Accounting Fees		\$_0.00
	Engineering Fees	_	\$_0.00
	Sales Commissions (specify finders' fees separately)	<del>-</del>	\$ 195,000.00
	Other Expenses (identify)		\$
	Total		\$ 205,000.00

題器	C. OFFERING PRICE	NUMBER OF ENVESTORS, EXPENSES AND USE OF	PROCEEDS	
	and total expenses furnished in response to Pa	te offering price given in response to Part C — Question rt C — Question 4.a. This difference is the "adjusted gro	ss	\$_2,795,000.00
5.	each of the purposes shown. If the amount	ross proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate at total of the payments listed must equal the adjusted gro to Part C — Question 4.b above.	nd	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Purchase of real estate		🗌 \$	<u></u> \$
	Purchase, rental or leasing and installation and equipment	of machinery	[] \$	\$ 100,000.00
	Construction or leasing of plant buildings a	and facilities	🗀 \$	\$ 100,000.00
	Acquisition of other businesses (including offering that may be used in exchange for t			
	Other (specify):		- U »	□₂
			\$	
	Column Totals		🗶 \$ 145,000.00	\$ 2,650,000.00
	Total Payments Listed (column totals added	d)	📜 \$_2	,795,000.00
		D. FEDERAL SIGNATURE		
sign	nature constitutes an undertaking by the issue	by the undersigned duly authorized person. If this not it to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) o	nission, upon writte	
ssu	er (Print or Type)	Signature	Date	
	rimaris Airlines, Inc.	hutall	May 12, 200	03
-				
	ne of Signer (Print or Type)	Title of Signer (Print or Type)		

ATTENTION -

		E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 proprovisions of such rule?	• • • •
	See	Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to fi D (17 CFR 239.500) at such times as require	urnish to any state administrator of any state in which this notice is filed a notice on Form d by state law.
3.	The undersigned issuer hereby undertakes to issuer to offerees.	furnish to the state administrators, upon written request, information furnished by the
4.	limited Offering Exemption (ULOE) of the st	suer is familiar with the conditions that must be satisfied to be entitled to the Uniform ate in which this notice is filed and understands that the issuer claiming the availability ing that these conditions have been satisfied.
	er has read this notification and knows the conte thorized person.	ents to be true and has duly caused this notice to be signed on its behalf by the undersigned
Issuer (1	Print or Type)	Signature Date
Primar	is Airlines, Inc.	In where May 12, 2003
Name (I	Print or Type)	Title (Frint or Type)
John V	V. Pearsall	President and Chief Operating Officer

#### 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.

	20. Sec.			, AI	PENDIX				
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		~							~
AK									
AZ									
AR									
CA		<b>V</b>							~
со									
СТ		<b>&gt;</b>	Common Stock	1	100,000				<b>V</b>
DE									
DC	•								
FL	- <u></u>	/							~
GA									
НІ									
ID							1		
IL									
IN									
IA									
KS									
KY								· · · · · · · · · · · · · · · · · · ·	
LA									
ME									
MD									
MA		<b>V</b>							~
MI									
MN									
MS									

Type of security and aggregate of firmer price investors in State (Part E-lten 1)   Type of security and aggregate (Part E-lten 1)   Type of investor and investors in State (Part C-lten 1)   Number of Accredited Investors   Amount   Number of Accredited Investors   Amount   Number of Non-Accredited Investors   Amount   Number of Non-Accredited Investors   Amount   Number of Non-Accredited Investors   Non   Non					APP	ENDEX					
State   Yes   No	1	Intend to non-a investor	to sell ccredited s in State	Type of security and aggregate offering price offered in state		amount pu	f investor and irchased in State		Disqual under Sta (if yes, explana waiver	Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
MT	State	Yes	No		Accredited	Amount	Non-Accredited	Amount	Yes	No	
NE	МО										
NY	МТ										
NH	NE										
NJ	NV										
NM	NH										
NY	NJ		~							~	
NC	NM										
ND	NY		•							1	
OH OK	NC										
OK         Image: Control of the c	ND										
OR         /         /           PA         /         /           RI         /         /           SC         /         /           SD         /         /           TN         /         /           TX         /         Common Stock         1           UT         /         /           VT         /         /           VA         /         /           WA         /         /           WV         /         /	ОН										
PA         ✓           RI            SC         ✓           SD            TN            TX         ✓           Common Stock         1           500,000         ✓           UT            VA            WA            WV	ок										
RI	OR										
SC         V           SD         SD           TN         SD           TX         V           Common Stock         1           SO0,000         V           UT         SO0,000           VT         SO0,000           VA         SO0,000           WA         SO0,000           WA         SO0,000           WA         SO0,000           WV         SO0,000	PA		•							•	
SD <td>RI</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	RI										
TN	SC		~					-		<b>V</b>	
TX         Common Stock         1         500,000         Image: Common Stock         1         500,000         Image: Common Stock         1         Image: Common Stock         1         Image: Common Stock         1         Image: Common Stock         1         Image: Common Stock         Image: Common Stock         1         Image: Common Stock         Image: Common	SD										
UT	TN										
VT	TX		~	Common Stock	1	500,000				<b>v</b>	
VA	UT										
WA WV	VT										
wv	VA										
	WA										
WI	wv										
	wı										

1	Intend to non-a investor	2 If to sell accredited is in State	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	APP	APPENDIX  4  Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR										