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SEC 1972 Potential persons who are to respond to the collection of information contained in this 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 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...

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

FORM D

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

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2002

Estimated average burden hours per response... 1

SEC USE ONLY									
Prefix	Serial								
DATE RECEIVED									

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

MAY 142003

FORME

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

1 Rule 504

THOMSON FINANCIAL

Type of Filing: M New Filing i LAmendment

A. BASIC IDENTIFICATION DATA

1. Enter the informatio	n requested about th	e issuerCHA	VF LIL	FNTFF	CPRISE	TNVEST.
						TNO

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

Address of Executive Offices (Including Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number

5 214-421-0219

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

Type of Business Organization	on ·
⋈ corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
The second control of the second seco	
	Month Year
	incorporation or Organization: [6]4] [6]2 [6]2 Actual [7] Estimated or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [7][7]
GENERAL INSTRUCTIONS	CA-TS-IND-PROTECTION CONTINUES AND AND THE MAN AND AND AND AND AND AND AND AND AND A
Federal:	
Who Must File: All issuers ma Section 4(6), 17 CFR 230.50	aking an offering of securities in reliance on an exemption under Regulation D or 1 et seq. or 15 U.S.C. 77d(6).
is deemed filed with the U.S. by the SEC at the address given	be filed no later than 15 days after the first sale of securities in the offering. A notice Securities and Exchange Commission (SEG) on the earlier of the date it is received even below or, if received at that address after the date on which it is due, on the date is registered or certified mail to that address.
Where to File: U.S. Securities	s and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
	pies of this notice must be filed with the SEC, one of which must be manually signed, ed must be photocopies of manually signed copy or bear typed or printed
name of the issuer and offering	filing must contain all information requested. Amendments need only report the ng, any changes thereto, the information requested in Part C, and any material previously supplied in Parts A and B. Part E and the Appendix need not be filed with
Filing Fee: There is no federa	Il filing fee.
State:	
securities in those states that must file a separate notice wi made. If a state requires the amount shall accompany this	ndicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of have adopted ULOE and that have adopted this form. Issuers relying on ULOE the the Securities Administrator in each state where sales are to be, or have been payment of a fee as a precondition to the ciairn for the exemption, a fee in the proper form. This notice shall be filed in the appropriate states in accordance with state ce constitutes a part of this notice and must be completed.
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- 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 a	and managing partner of partne	rsnip issuers.	
Apply:	[] Promoter [] Beneficial Owner	Executive Officer	[] Director ⋉] General and/or Managing Partner
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Full Name (Last name	e first, if individual)	CONTRACTOR	
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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	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	<u> </u>	_\$ <u>_</u> Q
Non-accredited Investors	, <u>O</u>	<u>\$</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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Par C-Question 1.	t	
Type of offering	Type of Security	Dollar Amount Sold
Rule 505	REGO	\$
Regulation A	neg C	\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuand 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.	ng	
		*
Transfer Agent's Fees	0	(s
Printing and Engraving Costs		(\$
Legal Fees		() \$
Accounting Fees		1\$
Engineering Fees	• • • • • • • • • • • • • • • • • • • •	(1\$
Sales Commissions (specify finders' fees separately)	7	1\$ O.B Per Sale
Other Expenses (identify)		45
Total		18 0.8 Per Sale
b. Enter the difference between the aggregate offering price given in re-		5000
- Question 1 and total expenses furnished in response to Part C - Ques		\$ 00,00
difference is the "adjusted gross proceeds to the issuer."		

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, Payments Directors, & To Affiliates Others
Salaries and fees	\$ 84,000 5,000
Purchase of real estate	\$ 70,000 × -0-
Purchase, rental or leasing and installation of machinery and equipment	\$ 2500 \$ 1200
Construction or leasing of plant buildings and facilities	\$ 15 mo []
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)	is O st
Repayment of indebtedness	
Working capital	\$ 80000[]
Other (specify):	
	\$ \$ \$
Column Totals	
Total Payments Listed (column totals added)	118280,200
D. FEDERAL SIGNATURE	a nagginida, sere com a nagranda a ana a agus ar agus menapagnah menanganan amata na 13 an en en
The issuer has duly caused this notice to be signed by the undersigned duly a filed under Rule 505, the following signature constitutes an undertaking by the Securities and Exchange Commission, upon written request of its staff, the in any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	e issuer to furnish to the U.S.
Issuer (Print or Type) Signature July Mo Name of Signer (Print or Type) Title of Signer (Print) Tresider	pate Styles The pate John Styles John St
ATTENTION	And the second s
Intentional misstatements or omissions of fact constitute federal U.S.C. 1001.)	criminal violations. (See 18

1. Is any party described in 17 CFR	230.262 presently subject to any of t	the disqualification	Yes No
provisions of such		•	
rule?			

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date 5/1/03
Name of Signer (Print or Type)	Title (Print or Mape)
1904 Charlord	Tresident

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

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	Type of security						Disqualification under State ULOE			
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