

SEC

B&R Energy, LLC

02)

Potential persons who are to respond to the collection of information 1972 (6- 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 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.

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

MAY 14 2003

FORM D

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

SEC USE ONLY							
Prefix		Serial					
DAT	E RECEI	VED					

Name of Offering ([] check if this change.) B&R Energy, LLC Kim #			•	nd indicate	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] Rule 505	[x] <u>Rule 506</u>	[] Section 4(6)	[]ULOE
Type of Filing: [x] New Filing	[] Amendmer	nt			
Α.	BASIC IDENT	IFICATION DA	ATA		
Enter the informátion requested	d about the issu	uer			
Name of Issuer ([] check if this i	s an amendme	nt and name h	as changed, an	d indicate change	<u> </u>

Number 972-934-3800	0330 LBJ Freewa	ly, Suite 137; Dallas, 1	X 75240 Telephone	
Address of Principal Business C Telephone Number (Including A (if different from Executive Office	rea Code)	and Street, City, Stat	e, Zip Code)	
Brief Description of Business C joint ventures in connection with		on, development, oper	ation and organizing	
Type of Business Organization				-
[] corporation	[}limited partner	ship, already formed	[x] other (please sp	pecify)
[] business trust	[] limited partner.	ship, to be formed	Limited liability com	pany
		Month Year		
Actual or Estimated Date of Inco Organization:	orporation or	February 2001]	[x] Actual [] Estimated	
Jurisdiction of Incorporation or 0	•	two-letter U.S. Postal ada; FN for other fore		

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.

٨	BASIC	IDEN	TIFICA'	TION	DAT	٠.
м.	DASIC	IDEN	HEICA	IIUII	UMI	~

- 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 i	name first, if individua	l) Barnes, Jo	hn R.		
Business or Resi Suite 137; Dallas	dence Address (Num , TX 75240	ber and Stree	et, City, State, Zip Coo	de) 6330 LBJ Freev	way,
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 individua	l) Rutherfurd,	John M.		
Business or Resi Suite 137; Dallas	dence Address (Num , TX 75240	ber and Stree	rt, City, State, Zip Coo	de) 6330 LBJ Freev	way,
Check Box(es) th Apply:	at [] Promoter [x	Beneficial Owner	[] Executive Officer	[x] Director []	General and/o Managing Partner
Full Name (Last	name first, if individua	l) Barnes, Ro	bert William		
Business or Resi Montoya; Peoria,	dence Address (Num AZ 85382	ber and Stree	it, City, State, Zip Cod	de) 8022 W. Via	
Check Box(es) th	at [] Promoter []	Beneficial Owner	[] Executive Officer	[] Director []	 General and/o Managing

				Partner
Full Name (Last name first, if individual)				:
Business or Residence Address (Number	and Street, Cit	y, State, Zip Cod	e)	
Check Box(es) that [] Promoter [x] Be Apply:	eneficial [wner] Executive Officer	[x] Director []	General a Managing Partner
Full Name (Last name first, if individual) B	arnes, Terri			
Business or Residence Address (Number Montoya; Peoria, AZ 85382	and Street, Cit	y, State, Zip Cod	e) 8022 W. Via	
Check Box(es) that [] Promoter [x] Be Apply:	eneficial [wner] Executive Officer	[x] Director []	General a Managing Partner
Full Name (Last name first, if individual) R	utherfurd, Brar	ndy		
Business or Residence Address (Number Drive; Frisco, TX 75034	and Street, Cit	y, State, Zip Cod	e) 3191 White Spi	ruce
Check Box(es) that [] Promoter [x] Be Apply:	eneficial [wner] Executive Officer	[x] Director []	General a Managing Partner
Full Name (Last name first, if individual) B	arnes, Sharon			·
Business or Residence Address (Number Dallas, TX 75244	and Street, Cit	y, State, Zip Cod	e) 4356 Rickover	Dr.;
(Use blank sheet, or copy and use	additional co	pies of this she	et, as necessary.)
B. INFORMA	TION ABOUT	OFFERING		
1. Has the issuer sold, or does the issuer i offering?	intend to sell, to	o non-accredited	investors in this	Yes []
Answer also in A		-		
2. What is the minimum investment that wi	ill be accepted	from any individu	ıal?	. \$_6,
3. Does the offering permit joint ownership	of a single un	it?		Yes [x]
4. Enter the information requested for each	h person who h	nas been or will b	e paid or given	

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.

Business or Residence Address (Number and Street, City, State, Zip Code) 6330 LBJ Freeway, Suite 137; Dallas, TX 75240													
Suite 137; Dallas, TX 75240	Full Name (Last name first, if individual) John M. Rutherfurd												
States Name of Associated Broker or Dealer Brokstreet Securities Corporation States Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States													
Check "All States" or check individual States	Name	of Asso	ciated B	roker or	Dealer I	Brookstre	et Secu	rities Cor	poration				
[AL] [AK] [AZ] x [AR] [CA] x [CO] x [CT] x [DE] x [DC] [FL] x [GA] x [HI] [ID] x [IL] x [IM]	States	s in Whic	ch Perso	n Listed	Has Sol	icited or	Intends t	o Solicit	Purchas	ers			
[IL] x [IN] x [IA] [IKS] x [KY] [ILA] x [ME] x [MD] [MA] [MI] x [MN] x [MS] [MO] x [MN] x	(Che	ck "All	States"	or checl	k indivi	dual Sta	tes)	••••••			[] All St	ates
INE INV X INH X INJ X INM INY X INC X IND IOH X IOK X IOR X IOR X IND IND IOH X IOK X IOR IOR X IOR IOR X IO	[AL]	[AK]	[AZ] x	[AR]	[CA] x	[CO] x	[CT] x	[DE] x	[DC]	[FL] x	[GA] x	[HI]	[ID] x
[RI] [SC] x [SD] x [TN] [TX] x [UT] x [VT] [VA] x [WA] x [WV] [WI] x [WY] [PR] Full Name (Last name first, if individual) John Chambers Business or Residence Address (Number and Street, City, State, Zip Code) 2217 Ivan St. #1218; Dallas, TX 75301 Name of Associated Broker or Dealer Brookstreet Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[IL] x	[IN] x	[IA]	[KS] x	[KY]	[LA] x	[ME] x	[MD]	[MA]	[MI] x	[MN] x	[MS]	[MO] x
Full Name (Last name first, if individual) John Chambers Business or Residence Address (Number and Street, City, State, Zip Code) 2217 Ivan St. #1218; Dallas, TX 75301 Name of Associated Broker or Dealer Brookstreet Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[MT]	[NE]	[NV] x	[NH] x	[NJ] x	[NM]	[NY] x	[NC] x	[ND]	[OH] x	[OK] x	[OR] x	[PA] x
Business or Residence Address (Number and Street, City, State, Zip Code) 2217 Ivan St. #1218; Dallas, TX 75301 Name of Associated Broker or Dealer Brookstreet Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[Ri]	[SC] x	[SD] x	[TN]	[XT] x	[UT] x	[VT]	[VA] x	[WA]x	[WV]	[WI] x	[WY]	(PR)
Dallas, TX 75301 Name of Associated Broker or Dealer Brookstreet Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full N	lame (La	ıst name	first, if in	ndividua	i) John C	hambers	3				· · · · · · · · · · · · · · · · · · ·	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)				e Addres	ss (Numl	ber and S	Street, C	ty, State	, Zip Cod	de) 2217	Ivan St.	#1218;	
(Check "All States" or check individual States) [] All States [AL] [AK] [AZ] x [AR] [CA] x [CO] x [CT] x [DE] x [DC] [FL] x [GA] x [HI] [ID] x [IL] x [IN] x [IA] [KS] x [KY] [LA] x [ME] x [MD] [MA] [MI] x [MN] x [MS] [MO] x [MT] [NE] [NV] x [NH] x [NJ] x [NM] [NY] x [NC] x [ND] x [OH] x [OK] x [OR] [PA] x [RI] [SC] x [SD] x [TN] [TX] x [UT] x [VT] [VA] x [WA] [WV] [WI] x [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) [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]	Name	of Asso	ciated B	roker or	Dealer E	Brookstre	eet Secu	rities Cor	poration				
[AL] [AK] [AZ] x [AR] [CA] x [CO] x [CT] x [DE] x [DC] [FL] x [GA] x [HI] [ID] x [IL] x [IN] x [IN] x [IA] [KS] x [KY] [LA] x [ME] x [MD] [MA] [MI] x [MN] x [MN] x [MS] [MO] x [MT] [NE] [NV] x [NH] x [NJ] x [NM] [NY] x [NC] x [ND] x [OH] x [OK] x [OR] [PA] x [RI] [SC] x [SD] x [TN] [TX] x [UT] x [VT] [VA] x [WA] [WV] [WI] x [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)	States	s in Whic	ch Perso	n Listed	Has Sol	icited or	Intende	o Colinit	Duroboo	arc	<u> </u>		
[IL] x [IN] x [IA] [KS] x [KY] [LA] x [ME] x [MD] [MA] [MI] x [MN] x [MS] [MO] x [MT] [NE] [NV] x [NH]x [NJ] x [NM] [NY] x [NC] x [ND] x [OH] x [OK] x [OR] [PA] x [RI] [SC] x [SD] x [TN] [TX] x [UT] x [VT] [VA] x [WA] [WV] [WI] x [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)				Liotoa	1 103 001	icited of	iiileiius i	.0 Solicit	Fulchas	613			
[MT] [NE] [NV] x [NH]x [NJ] x [NM] [NY] x [NC] x [ND] x [OH] x [OK] x [OK] x [OR] [PA] x [RI] [SC] x [SD] x [TN] [TX] x [UT] x [VT] [VA] x [WA] [WV] [WI] x [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)		ck "All							Fulcilas	013	[] All Sta	ates
[RI] [SC] x [SD] x [TN] [TX] x [UT] x [VT] [VA] x [WA] [WV] [WI] x [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)	(Che		States"	or checl	k indivi	dual Sta	tes)				_	-	
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)	(Che	[AK]	States" [AZ] x	or checl [AR]	k indivio [CA] x	dual Sta [CO] x	tes) [CT] x	[DE] x	[DC]	[FL] x	[GA]x	[HI]	[ID] x
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)	(Chec [AL] [IL] x	[AK] [IN] x	States" [AZ] x [IA]	or checl [AR] [KS] x	k indivio [CA] x [KY]	dual Sta [CO] x [LA] x	tes) [CT] x [ME] x	(DE) x (MD)	[DC] [MA]	[FL] x [MI] x	[GA]x [MN] x	[HI] [MS]	[ID] x [MO] x
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)	(Chec [AL] [IL] x [MT]	[AK] [IN] x [NE]	States" [AZ] x [IA] [NV] x	or checl [AR] [KS] x [NH]x	k indivio [CA] x [KY] [NJ] x	dual Sta [CO] x [LA] x [NM]	tes) [CT] x [ME] x [NY] x	[DE] x [MD] [NC] x	[DC] [MA] [ND] x	[FL] x [MI] x [OH] x	[GA]x [MN] x [OK] x	[HI] [MS] [OR]	[ID] x [MO] x [PA] x
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	(Chec [AL] [IL] x [MT] [RI]	[AK] [IN] x [NE] [SC] x	States" [AZ] x [IA] [NV] x [SD] x	or check [AR] [KS] x [NH]x [TN]	k individual (CA) x [KY] [NJ] x [TX] x	dual Sta [CO] x [LA] x [NM] [UT] x	tes) [CT] x [ME] x [NY] x	[DE] x [MD] [NC] x	[DC] [MA] [ND] x	[FL] x [MI] x [OH] x	[GA]x [MN] x [OK] x	[HI] [MS] [OR]	[ID] x [MO] x [PA] x
(Check "All States" or check individual States) [] All 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]	(Chec [AL] [IL] x [MT] [RI] Full N	[AK] [IN] x [NE] [SC] x	States" [AZ] x [IA] [NV] x [SD] x ast name	or check [AR] [KS] x [NH]x [TN]	(individua indi	dual Sta [CO] x [LA] x [NM] [UT] x	tes) [CT] x [ME] x [NY] x [VT]	[DE] x [MD] [NC] x [VA] x	[DC] [MA] [ND] x [WA]	[FL] x [MI] x [OH] x [WV]	[GA]x [MN] x [OK] x	[HI] [MS] [OR]	[ID] x [MO] x [PA] x
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	(Chec [AL] [IL] x [MT] [RI] Full N Busin	[AK] [IN] x [NE] [SC] x lame (La	States" [AZ] x [IA] [NV] x [SD] x Ist name	or check [AR] [KS] x [NH]x [TN] first, if ince Address	k individua	dual Sta [CO] x [LA] x [NM] [UT] x	tes) [CT] x [ME] x [NY] x [VT]	[DE] x [MD] [NC] x [VA] x	[DC] [MA] [ND] x [WA]	[FL] x [MI] x [OH] x [WV]	[GA]x [MN] x [OK] x	[HI] [MS] [OR]	[ID] x [MO] x [PA] x
[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]	(Chec [AL] [IL] x [MT] [RI] Busin	[AK] [IN] x [NE] [SC] x lame (Lame (Lame of Association Associati	States" [AZ] x [IA] [NV] x [SD] x ast name desidence ociated B	or check [AR] [KS] x [NH]x [TN] first, if ine Addrese	(individual () () () () () () () () () (dual Sta [CO] x [LA] x [NM] [UT] x	tes) [CT] x [ME] x [NY] x [VT]	[DE] x [MD] [NC] x [VA] x	[DC] [MA] [ND] x [WA]	[FL] x [MI] x [OH] x [WV]	[GA]x [MN] x [OK] x	[HI] [MS] [OR]	[ID] x [MO] x [PA] x
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	(Chec [AL] [IL] x [MT] [RI] Full N Busin Name States	[AK] [IN] x [NE] [SC] x lame (Lame (Lame of Asson Residual)	States" [AZ] x [IA] [NV] x [SD] x ast name esidence ciated B	or check [AR] [KS] x [NH]x [TN] first, if ince Address broker or n Listed	(individual control of the control	dual Sta [CO] x [LA] x [NM] [UT] x ber and S	tes) [CT] x [ME] x [NY] x [VT] Street, Ci	[DE] x [MD] [NC] x [VA] x	[DC] [MA] [ND] x [WA]	[FL] x [MI] x [OH] x [WV]	[GA]x [MN] x [OK] x	[HI] [MS] [OR] [WY]	[ID] x [MO] x [PA] x [PR]
	(Checkler) (Checkler) (Checkler)	[AK] [IN] x [NE] [SC] x Iame (Late of Assocition White Care of Associt	States" [AZ] x [IA] [NV] x [SD] x ast name esidence eciated B ch Perso States"	or check [AR] [KS] x [NH]x [TN] first, if ince Address broker or n Listed or check	(individual control of the control	(CO) x [LA] x [NM] [UT] x ber and s dicited or dual Sta	(CT] x [ME] x [MY] x [VT] Street, Ci Intends to tes)	[DE] x [MD] [NC] x [VA] x	[DC] [MA] [ND] x [WA]	[FL] x [MI] x [OH] x [WV]	[GA]x [MN] x [OK] x [WI] x	[HI] [MS] [OR] [WY]	[ID] x [MO] x [PA] x [PR]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	(Checker) [AL] [IL] x [MT] [RI] Full N Busin Name (Checker) [AL]	[AK] [IN] x [NE] [SC] x Iame (Lates of Associate Sin White [AK]	States" [AZ] x [IA] [NV] x [SD] x ast name desidence collected B ch Perso States" [AZ]	or check [AR] [KS] x [NH]x [TN] first, if interpretation in Listed or check [AR]	(CA) x [KY] [NJ] x [TX] x Individua	(CO) x [LA] x [NM] [UT] x ber and s cited or dual Sta	(CT] x [ME] x [NY] x [VT] Street, Ci Intends to tes)	[DE] x [MD] [NC] x [VA] x ty, State to Solicit	[DC] [MA] [ND] x [WA] , Zip Coo	[FL] x [MI] x [OH] x [WV] de)	[GA]x [MN] x [OK] x [WI] x	[HI] [MS] [OR] [WY]	[ID] x [MO] x [PA] x [PR] ates
	(Checkle) (Checkle) (Checkle) (Checkle) (IL)	[AK] [IN] x [NE] [SC] x lame (Lame	States" [AZ] x [IA] [NV] x [SD] x ast name residence reciated B ch Perso States" [AZ] [IA]	or check [AR] [KS] x [NH]x [TN] first, if in e Addres roker or n Listed or check [AR] [KS]	(CA) x [KY] [NJ] x [TX] x Individua	(CO) x [LA] x [NM] [UT] x ber and S licited or dual Sta [CO] [LA]	tes) [CT] x [ME] x [NY] x [VT] Street, Ci tes) [CT] [ME]	[DE] x [MD] [NC] x [VA] x ty, State to Solicit [DE] [MD]	[DC] [MA] [ND] x [WA] , Zip Cod Purchas [DC] [MA]	[FL] x [MI] x [OH] x [WV] de)	[GA]x [MN] x [OK] x [WI] x	[HI] [MS] [OR] [WY]	[ID] x [MO] x [PA] x [PR] ates [ID] [MO]

(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.

Type of Security Debt	Aggregate Offering Price \$	Amount Already Sold
Equity	\$	\$
[] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify joint venture interest units in oil and gas well to be	\$_270,000_	\$ _ 0
drilled).	_	
Total	\$_270,000	\$
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	Aggregate Dollar Amount of Purchases
Accredited Investors		_ \$
Non-accredited Investors		. \$
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 <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	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
		:

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude

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	[]\$500.00
Legal Fees	[]\$4,000.00
Accounting Fees	[]\$
Engineering Fees	[]\$500.00_

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

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) ______

\$238,000.00

[]\$_27,000.00_

[]\$_32,000.00_

[]\$_

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.

amounts relating solely to organization expenses of the issuer. The

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.....

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

Working capital

Other (specify): Turnkey cost of drilling and completing proposed well

Column Totals

Total Payments Listed (column totals added)

Payments to	
Officers,	Payments
Directors, &	То
Affiliates	Others
[]	[]
\$	\$
[]	[]
\$	\$
[]	[]
\$	\$
[]	
\$	\$
[]	[]
\$	\$
[]	[]
\$	\$
[]	[]
\$	\$
[]	[]
\$238,000.00	
[]	[]
\$	\$
[]	[]
\$	\$
	3,000.00

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)

B&R Energy, LLC

Name of Signer (Print or Type)

John R. Barnes

Signature

April 22,2003

Title of Signer (Print or Type)

President and Managing Director

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

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)

B&R Energy, LLC

Name of Signer (Print or Type)

John R. Barnes

Signature

April 22,2003

Title (Print or Type)

President and Managing Director

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

1	2		3 ,			4		5	
			Type of security			Disqualification under State ULOE			
	Intend to	o sell	and aggregate					(if yes, a	
	to non-acc	redited	offering price		Type of	investor and		explanat	ion of
	investors i		offered in state	ar	nount pui	rchased in State		waiver gr	anted)
	(Part B-It	tem 1)	(Part C-Item 1)		(Part	C-Item 2)		(Part E-It	tem 1)
				Number of		Number of			
State	Yes	No	·	Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL	100	110		1114001013	rinoant	1114031013	Amount	103	140
AK									
AZ									
AR									
CA									
CO					l				
CT								. ,	
DE									
DC									
FL									
GA									
Н									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									

1.41			<u> </u>	I	·		 T	
Mi								
MN				l				
MS								
МО								
MT								
NE								
NV								
NH								
NJ								
NM			· ·					
NY								
NC								
ND					,			
ОН								
OK								
OR								
PA								
RI								
SC								
SD								
TN		,	,					
TX								
UT								
VT								
VA								
WA								
ΜΛ							:	
WI								
WY								
PR	ب							

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002