1207078

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 predicated on the filing of a federal notice.

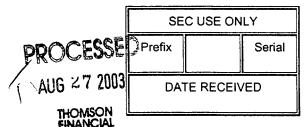


OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1



FORM D

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

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



		~
Name of Offering (check if this is an amendment and n	ame has chang	ed, and indicate change.)
SERIES A OFFERING OF OPTIGAS, INC.		
Filing Under (Check box(es) that apply): [] Rule 504	[] Rule 505	[X] Rule 506 [] Section 4(6) [] ULOE
Type of Filing: [X] New Filing	[]	Amendment
A. BASIC IDE	NTIFICATIO	ON DATA
Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and nat Optigas, Inc.	me has change	d, and indicate change.)
Address of Executive Offices (Number and Street, Ci 165 South Union Blvd., Suite 555, Lakewood, Colorado		rde) Telephone Number (Including Area Code) (303) 986-9444

No.	A. BASIC IDENTIFICATION DATA						
Address of Principal B (if different from Exe		and Street, City, State, Zip Code)	Telephone Number (Incl. Area Code)				
Brief Description of The acquisition of g		he acquisition and operation of ç	gas-producing properties.				
Type of Business Organization [X] corporation	[] limited partnership, a	lready formed [] other (pleas	e specify):				
[] business trust	[] limited partnership, to	be formed					
Actual or Estimated Organization:	Date of Incorporation or	Month Year [0][3][0][2]* Prior to this date, the predecessor company was an LLC.	[X] Actual [] Estimated				
,	o-letter U.S. Postal Service for other foreign jurisdictior						

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> 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:
 - 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 [] Promoter [] Apply:	Beneficial Owner	[X] Executive Officer	[X] Director	[]	General and/or Managing Partner
Full Name (Last name first, if individu QUIGLEY, Michael J.	al)				
Business or Residence Address Optigas, Inc., 165 South Union Blvd.,		d Street, City, State ewood, Colorado 80			
Check Box(es) that [] Promoter [X] Apply:	Beneficial Owner	[] Executive Officer	[X] Director	[]	General and/or Managing Partner
Full Name (Last name first, if individu WRIGHT, John P.	al)				
Business or Residence Address c/o Optigas, Inc., 165 South Union Bl		d Street, City, State akewood, Colorad			
Check Box(es) that [] Promoter [] Apply:	Beneficial Owner	[] Executive Officer	[X] Director	[]	General and/or Managing Partner
Full Name (Last name first, if individu BRADY, Christopher	al)				
Business or Residence Address c/o The Chart Group, L.P., 70 East 5		d Street, City, State York, NY 10022	e, Zip Code)		·
Check Box(es) that [] Promoter [] Apply:	Beneficial Owner	[X] Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name first, if individu CLANCY, James H.	al)				
Business or Residence Address Optigas, Inc., 165 South Union Blvd.,		d Street, City, State ewood, Colorado 8			
(Use blank sheet, or	copy and use a	dditional copies	of this sheet,	as n	ecessary.)
<u> </u>					

Check Box(es) that [] Promoter Apply:	[X] Beneficial Owner	[] Executive Officer	[]. Director	[]	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)				
Business or Residence Address 10574 Summer Lane, Mount Verr	•	nd Street, City, Stat	te, Zip Code)		
Check Box(es) that [] Promoter Apply:	[] Beneficial Owner	[] Executive Officer	[X] Director	[]	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)				
Business or Residence Address c/o Optigas, Inc., 165 South Unio		nd Street, City, Sta Lakewood, Colora			
Check Box(es) that [] Promoter Apply:	[] Beneficial Owner	[X] Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)				
Business or Residence Address c/o Optigas, Inc., 165 South Unio		nd Street, City, Sta Lakewood, Colora			
Check Box(es) that [] Promoter Apply:	[] Beneficial Owner	[X] Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)				
Business or Residence Address c/o Optigas, Inc., 165 South Unio	• •	nd Street, City, Sta Lakewood, Colora	•		

					B. INFO	ORMATI	ON ABC	UT OFF	ERING	. .			
					suer inte						-	es	No
of	fering?.										[1	[X]
					also in A			-	•		•		
2. W	hat is th	e minim	um inve	stment t	hat will b	e accept	ted from	any indi	vidual?			None	
3. D	Does the offering permit joint ownership of a single unit?												
di pu is w to	rectly ourchaser an assouth a state to be liste	r indired s in como ciated poetated e or stated d are as	ctly, an nection oerson otes, list tes, sociate	y comn with sale or agent he name d persor	or each profession (es of second a broke of the base of the base of such that only	or simili urities ir ker or de proker or ch a bro	ar remun the offe ealer reg dealer. ker or de	ineration ering. If a pistered v If more t ealer, yo	for so a person with the han five ou may s	licitation to be lis SEC an (5) pers set forth	ven, of sted d/or sons the	N/A	
Full N	ame (La	st name	first, if i	ndividua	l)		:						
Busin	ess or R	esidenc	e Addres	SS	(Numt	per and	Street, C	ity, State	e, Zip Co	ode)			
lame	of Asso	ciated B	roker or	Dealer									
					licited or States).						[] All	States	
AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
L]	[IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[OM]	
MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
RI]	[SC]	[SD]	[TN]	[TX]	[UT]_ '\	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
'uli N	ame (La	Strianie	11151, 11 11	nuiviuua	''								
3usin	ess or R	esidence	e Addres	ss	(Numb	per and	Street, C	ity, State	e, Zip Co	ode)			
lame	of Asso	ciated B	roker or	Dealer									
					icited or							-	
					States).					i		States	
AL] IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]	
nL] MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[MS] [OR]	[PA]	
RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[AV]	[WA]	[WV]	[WI]	[WY]	(PR)	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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.		
	Turn of On weather	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	DebtEquity	\$ <u> </u>	\$ <u> </u>
	[X] Shares of Series A Preferred Stock, par value \$0.01 per share (the "Preferred Shares"), at a price of \$10.00 per Share	-	
	Convertible Securities:	\$0	\$0
	Partnership Interests	\$0	\$0
	Other (Specify).	\$0	\$ <u> </u>
	TotalAnswer also in Appendix, Column 3, if filing under ULOE.	\$ <u>3,500,000</u>	\$ <u>3,500,000</u>
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."		
	none of Zero.		Aggregate Dollar
		Number of Investors	Amount of Purchase
	Accredited Investors	13	\$3,500,000
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	0	\$ <u>0</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS, continued

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
	Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	N/A
Regulation A	N/A	N/A
Rule 504	N/A	N/A
Total	N/A	N/A

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] \$ <u>15,000</u>
Accounting Fees	[]\$0
Engineering Fees	[]\$0
Sales Commissions (specify finders' fees separately)	[]\$0
Other Expenses (identify)	[]\$0
Total	[X] \$ 15,000

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."

\$3,485,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS, continued

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, Directors & 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: construction of pipeline	[]\$	[X]\$ <u>1,800,000</u>
	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	[]\$	[X]\$ <u>785,000</u>
	Other (specify): Drilling of wells	[]\$	[X]\$ <u>900,000</u>
	Column Totals	[]\$	[X]\$ <u>3,485,000</u>
	Total Payments Listed (column totals added)	[X] \$3	485 000

D.	FE	DEF	RAL	SIGN	ATI	JRE
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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule</u> 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 <u>Rule</u> 502.

Issuer (Print or Type)	Signature	Date
Optigas, Inc.		August <u>2/</u> , 2003
Name of Signer (Print or Type)	Title of Signer (Print or Jype)	
Michael J. Quigley	President and CEO	

	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 [X]						

NOT APPLICABLE TO RULE 506 OFFERINGS OF FEDERAL COVERED SECURITIES UNDER THE PROVISION OF SECTION 18(b)(4)(D) OF THE SECURITIES ACT OF 1933, AS AMENDED BY NSMIA.

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.

NOT APPLICABLE TO RULE 506 OFFERINGS OF FEDERAL COVERED SECURITIES UNDER THE PROVISION OF SECTION 18(b)(4)(D) OF THE SECURITIES ACT OF 1933, AS AMENDED BY NSMIA.

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
Optigas, Inc.		August2 <u>/</u> , 2003
Name of Signer (Print or Type)	Title (Print or Type)	
Michael J. Quigley	President and CEO	

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	Intend to sell to non- accredited investors in State (Part B-Item 1) Intend to sell Type of security and aggregate offering price offered in state (Part C-Item 1)		4			5			
			Type of security and aggregate offering price offered in state	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	\$3,500,000 of Series A Preferred Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
СО		х	13,280 Preferred Shares	5	\$ <u>132,800</u>	0	0		N/A
NY		Х	9,060 Preferred Shares	4	\$ <u>90,600</u>	0	0		N/A
ОН		Х	251,930 Preferred Shares	2	\$ <u>2,519,300</u>	0	0		N/A
ван		Х	75,430 Preferred Shares	1	\$ <u>754,300</u>	0	0		N/A
LA		Х	300 Preferred Shares	1	\$3,000	0	0		N/A