

# **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 UNIFORM LIMITED OFFERING EXEMPTION

| per form | age burden nours<br>16.00 |
|----------|---------------------------|
| SEC USI  | E ONLY                    |
| Prefix   | Serial                    |

DATE RECEIVED

OMB Number:

Expires:

OMB APPROVAL

May 31, 2005

3235-0076

| Name of Offering<br>Walker Smith Ca      | ( check if this is an amo                 |                     | changed, and indic             | ate change.)                    |                                 |                             |
|--|---|---------------------|--------------------------------|---------------------------------|---------------------------------|-----------------------------|
| Filing Under (Chec<br>Type of Filing:    | ck box(es) that apply):  New Filing       | Rule 504  Amendment | Rule 505                       | Rule 506                        | Section 4(6)                    | ULOE                        |
|  |   | Α.                  | BASIC IDENTIF                  | ICATION DATA                    |                                 | PROCESSED                   |
| 1. Enter the inform                      | nation requested about the                | issuer              |                                |                                 |                                 | h /                         |
| Name of Issuer<br>Walker Smith Ca        | ( check if this is an am                  | endment and name ha | s changed, and indi            | cate change.)                   |                                 | JUL 22 2004                 |
| Address of Executi 300 Crescent Cou      | ve Offices<br>rt, Suite 880, Dallas, Tex  | ,                   | per and Street, City,          | State, Zip Code)                | Telephone Num<br>(214) 756-6056 | ber (Including Area NANCIAL |
| Address of Princip. (if different from E | al Business Operations Executive Offices) | (Numb               | per and Street, City,          | State, Zip Code)                | Telephone Num                   | ber (Including Area Code)   |
| Brief Description of                     | of Business Invest                        | ment Partnership    |                                |                                 |                                 |                             |
| Type of Business Corporation             | Organization                              | limited partners    | hip, already formed            |                                 | other (please                   | specify):                   |
| business trus                            | t   | limited partnership | , to be formed                 |                                 |                                 | <u> </u>                    |
|  | d Date of Incorporation or                | · ·                 | Month  0 1  Postal Service Abb | Year  9 7  previation for State | ⊠ Actual                        | Estimated                   |
|  |   | CN for Canada; FN   | I for other foreign ji         | risdiction)                     |                                 | TX                          |

### 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.

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.

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 predicated on the filing of a federal notice.



| theck Box(es) that Apply:  | managing partner or  | partnership issuers.   |                                      |          |  |
|--|--|--|--------------------------------------|----------|--|
|  | Promoter   | ☐ Beneficial Owner   | Executive Officer                    | Director | General and/or Managing Partner                                    |
| ill Name (Last name first, if  | individual)  |  |                                      |          |  |
| S Capital Management, L  |  |  |                                      |          |  |
| usiness or Residence Addres  | s (Number and Stre   | et, City, State, Zip Code)   |                                      |          |  |
| 00 Crescent Court, Suite 88  |  |  |                                      |          |  |
| neck Box(es) that Apply:   | Promoter individual)   | Beneficial Owner   | Executive Officer                    | Director | General and/or Managing Partner                                    |
|  | marviduai)   |  |                                      |          |  |
| S Capital, L.L.C. usiness or Residence Addres  | S (Number and Stre   | et City State Zin Code)  |                                      |          |  |
|  | ,  |  |                                      |          |  |
| Of Crescent Court, Suite 88 heck Box(es) that Apply:   | Promoter   | Beneficial Owner   | Executive Officer                    | Director | General and/or   |
|  |  |  |                                      |          | Managing Partner   |
| ull Name (Last name first, if  | individual)  |  |                                      |          |  |
| alker, Reid S.   |  |  |                                      |          | <del></del>  |
| usiness or Residence Addres  | s (Number and Stre   | et, City, State, Zip Code)   |                                      |          |  |
| 00 Crescent Court, Suite 88  | 30, Dallas, Texas 752  |  |                                      |          |  |
| neck Box(es) that Apply:   | Promoter   | Beneficial Owner   | Executive Officer                    | Director | General and/or<br>Managing Partner                                 |
| ıll Name (Last name first, if  | individual)  |  |                                      |          |  |
|  |  |  |                                      |          | · · · · · · · · · · · · · · · · · · ·                              |
|  | - Ol   | + City State Zin Code)   | <del></del>                          |          |  |
| usiness or Residence Addres  |  | •  |                                      |          |  |
| usiness or Residence Addres  |  | •  |                                      |          |  |
| usiness or Residence Addres  O Crescent Court, Suite 88  |  | •  | Executive Officer                    | Director | General and/or<br>Managing Partner                                 |
| usiness or Residence Addres  Of Crescent Court, Suite 88  theck Box(es) that Apply:  | 80, Dallas, Texas 752<br>Promoter  | 01   | Executive Officer                    | Director | General and/or<br>Managing Partner                                 |
| usiness or Residence Addres  00 Crescent Court, Suite 86  heck Box(es) that Apply:  ull Name (Last name first, if  | 80, Dallas, Texas 752 Promoter individual)   | 01<br>Beneficial Owner   | Executive Officer                    | Director |  |
| usiness or Residence Addres  Of Crescent Court, Suite 88  heck Box(es) that Apply:  ull Name (Last name first, if  usiness or Residence Addres   | 80, Dallas, Texas 752 Promoter individual)   | 01<br>Beneficial Owner   | Executive Officer  Executive Officer | Director | Managing Partner  General and/or                                   |
| mith, G. Stacy usiness or Residence Addres 00 Crescent Court, Suite 88 theck Box(es) that Apply: ull Name (Last name first, if usiness or Residence Addres theck Box(es) that Apply: ull Name (Last name first, if                   | Promoter Findividual)  s (Number and Stree   | Beneficial Owner et, City, State, Zip Code)  |                                      |          | Managing Partner   |
| usiness or Residence Addres  00 Crescent Court, Suite 86  theck Box(es) that Apply:  ull Name (Last name first, if  usiness or Residence Addres  theck Box(es) that Apply:   | Promoter  findividual)  s (Number and Stree  Promoter  individual)   | Beneficial Owner et, City, State, Zip Code) Beneficial Owner                               |                                      |          | Managing Partner  General and/or                                   |
| usiness or Residence Addres  O Crescent Court, Suite 88  heck Box(es) that Apply:  Ill Name (Last name first, if  usiness or Residence Addres  heck Box(es) that Apply:  Ill Name (Last name first, if                               | Promoter  findividual)  s (Number and Stree  Promoter  individual)   | Beneficial Owner et, City, State, Zip Code) Beneficial Owner                               |                                      |          | Managing Partner  General and/or  Managing Partner  General and/or |
| usiness or Residence Addres  10 Crescent Court, Suite 88  theck Box(es) that Apply:  11 Name (Last name first, if  usiness or Residence Addres  theck Box(es) that Apply:  11 Name (Last name first, if  usiness or Residence Addres | Promoter  Findividual)  s (Number and Streen Promoter individual)  s (Number and Streen Promoter individual) | Beneficial Owner  et, City, State, Zip Code)  Beneficial Owner  et, City, State, Zip Code) | Executive Officer                    | Director | Managing Partner  General and/or  Managing Partner                 |

A. BASIC IDENTIFICATION DATA

' Enter the information requested for the following:

|            |                             |                             |                               |  | В.                       | INFORM                      | 1ATION                        | ABOUT (                     | OFFERIN                 | G                          |                               |              |              |           |
|------------|-----------------------------|-----------------------------|-------------------------------|--|--------------------------|-----------------------------|-------------------------------|-----------------------------|-------------------------|----------------------------|-------------------------------|--------------|--------------|-----------|
|            |                             |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              | Ye           |           |
| l.         | Has the issue               | r sold, or de               | oes the issu                  | er intend to   | sell, to nor             | n-accredited                | l investors                   | in this offer               | ing?                    | •••••                      |                               |              | <b></b>      |           |
|            |                             |                             |                               |  |                          |                             |                               |                             | iling under             |                            |                               |              |              |           |
| 2.         |                             |                             |                               |  |                          | m any indi                  | vidual?                       | ••••••                      |                         |                            |                               |              | \$           | 1,000,000 |
|            | * Subje                     | ect to waive                | er by Gene                    | ral Partne   | r                        |                             |                               |                             |                         |                            |                               |              | Ye           | s No      |
| <b>3</b> . | Does the offe               | rina nermit                 | tioint ouma                   | whin of a s  | ingla unit?              |                             |                               |                             |                         |                            |                               |              |              |           |
| ).<br>‡.   | Enter the inf               |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
|            | remuneration agent of a bro | for solicita<br>ker or deal | ation of pur<br>ler registere | chasers in a distributed the character of the character o | connection<br>SEC and/or | with sales<br>r with a star | of securitie<br>te or states, | s in the off<br>list the na | ering. If a me of the b | person to b<br>roker or de | e listed is a<br>aler. If mor | in associate | d person or  |           |
| ull        | Name (Last na               |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
| Not        | Applicable                  |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
|            | iness or Reside             | nce Addres                  | s (Number                     | and Street.  | City State.              | Zip Code)                   |                               |                             | <del></del>             |                            |                               |              |              |           |
|            |                             |                             |                               | ,  | ,                        | • /                         |                               |                             |                         |                            |                               |              |              |           |
| 1-         |                             | 4 De-1-                     | Dacie:                        |  | <del></del>              |                             |                               |                             |                         |                            |                               |              |              |           |
| Nan        | ne of Associate             | a Broker of                 | r Dealer                      |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
|            | <u></u> .                   |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
| Stat       | es in Which Pe              | rson Listed                 | Has Solicit                   | ed or Inten  | ds to Solici             | t Purchaser                 | s                             |                             |                         |                            |                               |              |              |           |
|            | (Check "A                   | Il States" o                | r check indi                  | ividual Stat   | ec)                      |                             |                               |                             |                         |                            |                               |              | All S        | itates    |
|            | [AL]                        | [AK]                        | [AZ]                          | [AR]   | [CA]                     | [CO]                        | [CT]                          | [DE]                        | [DC]                    | [FL]                       | [GA]                          | [HI]         | [ID]         | rtates    |
|            | [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]         |           |
| 2001       | [RI]<br>Name (Last na       | [SC]                        | [SD]                          | [TN]   | [TX]                     | [UT]                        | [VT]                          | [VA]                        | [WA]                    | [WV]                       | [WI]                          | [WY]         | [PR]         |           |
| un         | rvaine (Last na             | ine mst, n                  | murviquai)                    |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
| Rue        | iness or Reside             | nce Addres                  | s (Number                     | and Street   | City State               | 7in Code)                   |                               |                             |                         |                            |                               |              |              |           |
| Jus.       | iness of restae             | nee maares                  | ioomuri) ea                   | ana street,  | City State,              | Zip Code)                   |                               |                             |                         |                            |                               |              |              |           |
|            |                             |                             |                               |  |                          |                             |                               |                             | <u></u>                 |                            |                               |              |              |           |
| Van        | ne of Associate             | d Broker or                 | r Dealer                      |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
|            |                             |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
| tat        | es in Which Pe              | rson Listed                 | Has Solicit                   | ed or Inten  | ds to Solici             | t Purchaser                 | s                             |                             |                         |                            |                               |              | , , , ,      |           |
|            | (Check "A                   | II States" a                | r check indi                  | widnal Stat  | -an)                     |                             |                               |                             |                         |                            |                               |              | Ali S        | tatas     |
|            | (Clieck A                   | [AK]                        | [AZ]                          | [AR]   | [CA]                     | [CO]                        | [CT]                          | [DE]                        | [DC]                    | [FL]                       | [GA]                          | [HI]         | ID]          | iales     |
|            | [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]         |           |
| C11        | [RI]                        | [SC]                        | [SD]                          | [TN]   | [TX]                     | [UT]                        | [VT]                          | [VA]                        | [WA]                    | [WV]                       | [WI]                          | [WY]         | [PR]         |           |
| ull        | Name (Last na               | me mst, n                   | marviauai)                    |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
| 2,         | ness or Reside              | naa A J J                   | o Olymbar                     | and Ctuant   | City State               | Zin Code                    |                               |                             |                         |                            |                               |              |              |           |
| ous.       | ness of Reside              | nce Addres                  | s (Number)                    | and Street,  | City State,              | Zip Code)                   |                               |                             |                         |                            |                               |              |              |           |
|            |                             |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
| Van        | e of Associated             | d Broker or                 | Dealer                        |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
|            |                             |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
| State      | es in Which Per             | rson Listed                 | Has Solicit                   | ed or Inten  | ds to Solici             | t Purchaser                 | s                             | <del></del>                 |                         |                            |                               |              |              |           |
|            |                             |                             |                               |  |                          |                             |                               |                             |                         |                            |                               |              |              |           |
|            |                             |                             | r check indi                  |  |                          |                             |                               | ······                      |                         |                            |                               |              | All S        | tates     |
|            | [AL]<br>[IL]                | [AK]<br>[IN]                | [AZ]<br>[IA]                  | [AR]<br>[KS]   | [CA]<br>[KY]             | [CO]<br>[LA]                | [CT]<br>[ME]                  | [DE]<br>[MD]                | [DC]<br>[MA]            | [FL]<br>[MI]               | [GA]<br>[MN]                  | [HI]<br>[MS] | [ID]<br>[MO] |           |
|            | [MT]                        | [NE]                        | [NV]                          | [NH]   | [NJ]                     | [LA]<br>[NM]                | [NY]                          | [NC]                        | [MA]<br>[ND]            | [OH]                       | (OK)                          | [OR]         | [PA]         |           |
|            | נוצוו                       | (SC)                        | [02]                          | [TN]   | [TY]                     | וידו דו                     | IVTI                          | [VA]                        | [NVA]                   | [N/V]                      | (WII)                         | (WV)         | [PR]         |           |

TN] [TX] [UT] [VT] [VA] [WA] [WV] [W (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 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 securities offered for exchange and already exchanged. Aggregate Amount Already Offering Price Sold Type of Security Equity ......\$ Common Preferred 19,992,622 Other (Specify: ......\$ \_ Total \$500,000,000 19,992,622 Answer also in Appendix, Column 3, if filing under ULOE. 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." Aggregate Number Dollar Amount Investors of Purchases \_78\_ Accredited Investors \_\_\_\_\_\_ \$ 19,992,622 Non-accredited Investors 0 N/A Total (for filings under Rule 504 only).... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by 3. 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. Dollar Amount Type of Security Type of offering Sold Rule 505 N/A N/A N/A Rule 504 N/A N/A N/A N/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

Printing and Engraving Costs \$ 0

Legal Fees \$ 40,000

Accounting Fees \$ 0

Engineering Fees \$ 0

Sales Commissions (specify finders' fees separately) \$ 0

Transfer Agent's Fees.

the box to the left of the estimate.

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

|       | b. Enter the difference between the aggreg and total expenses furnished in response to Part proceeds to the issuer." | •   |    |  |                       |
|-------|--|---|----|--|-----------------------|
| 5.    | of the purposes shown. If the amount for any pu  | proceeds to the issuer used or proposed to be used for each prose is not known, furnish an estimate and check the box ments listed must equal the adjusted gross proceeds to the 4.b above. |    |  |                       |
|       |  |   |    | Payments to<br>Officers,<br>Directors, and<br>Affiliates | Payments<br>to Others |
|       | Salaries and fees  |   |    | \$   | <b>S</b>              |
|       | Purchase of real estate  |   |    | \$   | □ s                   |
|       | Purchase, rental or leasing and installation of ma-  |   | \$ | <b>□</b> \$  |                       |
|       | Construction or leasing of plant buildings and fac   |   | \$ | □ s  |                       |
|       | Acquisition of other businesses (including the va<br>may be used in exchange for the assets or securit               |   | \$ | □ s  |                       |
|       | Repayment of indebtedness  |   |    | \$   | □ s                   |
|       | Working Real Estate  |   |    | \$   | □ s                   |
|       | Other (specify): Purchase and sell securities  |   |    | \$   | \$499,960,000         |
|       | Column Totals  |   |    | \$   | \$499,960,000         |
|       | Total Payments Listed (column totals added)  |   |    |  | \$ <u>499,960,000</u> |
|       |  |   |    |  |                       |
|       |  | D. FEDERAL SIGNATURE  |    |  |                       |
| an ur |  | ne undersigned duly authorized person. If this notice is filed rities and Exchange Commission, upon written request of its of Rule 502.   |    |  |                       |
| Issue | r (Print or Type)  | Signature , A   |    | Date   |                       |
| Wall  | ker Smith Capital, L.P.  |   |    | July /4, 200   | 1                     |
| Nam   | e of Signer (Print or Type)  | Title of Signer (Print or Type)   |    |  |                       |
| Reid  | S. Walker  | Member of WS Capital, L.L.C., the General Partner of WS Capital Management, L.P., the General Partner   |    | er   |                       |
|       |  |   |    |  |                       |

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

# E. STATE SIGNATURE

| T > |     |
|-----|-----|
| ·   | DC. |
|     |     |

No

1. Is any party described in 17 CFR 230.252(e), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?..........

X

### 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 6 A A   | Date July / 4, 2004    |
|--|---|------------------------|
| Walker Smith Capital, L.P.  Name (Print or Type) | Title (Print or Type)   | July <u>/ I</u> , 2004 |
| Reid S. Walker                                   | Member of WS Capital, L.L.C., the General Partner of WS Capital Management, L.P., the General Partner of Issuer |                        |

### 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.

|           |                   |   |  | API   | PENDIX       |  |          |          |   |  |  |
|-----------|-------------------|---|--|---|--------------|--|----------|----------|---|--|--|
| 1         | Intended to non-a | d to sell<br>accredited<br>rs in State<br>3-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State  (Part C-Item 2) |              |  |          |          | Disqualification<br>under State ULOE<br>(if yes, attach<br>explanation of<br>waiver granted)<br>(Part E-Item 1) |  |  |
| State     | Yes               | No  | Limited Partnership<br>Interests   | Number of<br>Accredited<br>Investors                            | Amount       | Number of<br>Non-Accredited<br>Investors | Amount   | Yes      | No  |  |  |
| AL        |                   |   |  |   |              |  |          |          |   |  |  |
| AK        |                   |   |  |   |              |  |          |          |   |  |  |
| AZ        | ļ<br>             | ļ <u>.</u>  |  |   |              |  | ļ        |          |   |  |  |
| AR        |                   |   |  |   |              |  |          |          |   |  |  |
| CA        |                   | x   | \$500,000,000  | 1   | \$717,839    | 0  | 0        | N/A      | N/A   |  |  |
| со        |                   | ļ   |  |   |              |  | ļ        |          |   |  |  |
| СТ        |                   | <br>  |  |   |              |  |          |          |   |  |  |
| DE        |                   |   |  |   |              |  | -        |          |   |  |  |
| DC        | ļ                 |   |  |   |              |  |          |          |   |  |  |
| FL        |                   |   |  |   | <u> </u>     |  | <u> </u> | <u> </u> |   |  |  |
| GA        |                   | ļ   |  |   |              |  |          |          |   |  |  |
| HI        |                   |   |  |   |              |  |          |          |   |  |  |
| ID        |                   |   |  |   |              |  |          |          |   |  |  |
| IL        |                   |   |  |   |              |  |          |          |   |  |  |
| IN        |                   | <u> </u>  |  |   |              |  |          |          |   |  |  |
| <u>IA</u> |                   | <del> </del>  |  |   |              |  | -        |          |   |  |  |
| KS        |                   |   |  |   |              |  |          |          |   |  |  |
| KY        | <u> </u>          | X   | \$500,000,000  | 11  | \$350,000    | 0  | 0        | N/A      | N/A   |  |  |
| LA        |                   |   |  |   |              |  |          |          |   |  |  |
| ME        |                   |   |  | ]<br>   |              |  |          |          |   |  |  |
| MD        |                   |   |  | !   | <u> </u>     |  |          |          | <u> </u>  |  |  |
| MA        |                   |   |  |   |              |  |          |          |   |  |  |
| MI        |                   |   |  |   | <u> </u>     |  |          |          |   |  |  |
| MN_       |                   | X   | \$500,000,000  | 2   | \$132,571    | 0  | 0        | N/A      | N/A   |  |  |
| MS        |                   |   |  |   |              |  |          |          |   |  |  |
| MO        |                   | <u> </u>  |  | <u> </u>  |              |  | <u> </u> |          |   |  |  |
| MT        |                   |   |  | <u> </u>  | <del> </del> |  |          | <u> </u> |   |  |  |
| NE        |                   |   |  |   | L            |  |          |          |   |  |  |
| NV        |                   | X   | \$500,000,000  | 11  | \$200,000    | 0  | 0        | N/A      | N/A   |  |  |
| NH        |                   | L   |  |   |              | <u> </u>                                 |          |          |   |  |  |

|       | 4             |  |  | API  | PENDIX  |   |   |                       |   |  |  |
|-------|---------------|--|--|--|---|---|---|-----------------------|---|--|--|
| 1     | <del></del> - | 2                                      | 3  |  | <del> </del>                                  | 4 |   | 5<br>Disqualification |   |  |  |
|       | to non-a      | I to sell<br>accredited<br>is in State | Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) |   |   |   |                       | under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |  |  |
| State | Yes           | No                                     | Limited Partnership<br>Interests   | Number of<br>Accredited<br>Investors                           | Number of Number of Accredited Non-Accredited |   |   |                       | No  |  |  |
| NJ    |               |  |  |  |   |   |   |                       |   |  |  |
| NM    |               |  |  |  |   |   |   |                       |   |  |  |
| NY    |               |  |  |  |   |   |   |                       |   |  |  |
| NC    |               |  |  |  |   |   |   |                       |   |  |  |
| ND    |               |  |  |  |   |   |   |                       |   |  |  |
| ОН    |               |  |  |  |   |   |   |                       | <u> </u>  |  |  |
| OK    |               |  |  |  |   |   |   |                       |   |  |  |
| OR    | <u> </u>      |  |  |  |   |   |   |                       |   |  |  |
| PA    |               |  |  |  |   |   |   |                       |   |  |  |
| RI    |               |  |  |  |   |   |   |                       |   |  |  |
| SC    |               |  |  |  |   |   |   |                       |   |  |  |
| SD    |               |  |  |  |   |   |   |                       |   |  |  |
| TN    |               | X                                      | \$500,000,000  | 1  | \$100,000                                     | 0 | 0 | N/A                   | N/A   |  |  |
| TX    |               | X                                      | \$500,000,000  | 71*  | \$18,392,212                                  | 0 | 0 | N/A                   | N/A   |  |  |
| UT    |               |  |  |  |   |   |   |                       |   |  |  |
| VT    |               |  |  |  |   |   |   |                       |   |  |  |
| VA    |               | X                                      | \$500,000,000  | 1  | \$100,000                                     | 0 | 0 | N/A                   | N/A   |  |  |
| WA    |               |  |  | <u> </u>   |   |   |   |                       |   |  |  |
| wv    |               |  |  |  |   |   |   |                       |   |  |  |
| WI    | <br>          |  |  |  |   |   |   |                       |   |  |  |
| WY    |               |  |  |  |   |   |   |                       |   |  |  |
| PR_   |               |  |  |  |   |   |   |                       |   |  |  |

<sup>\*</sup>Includes general partner.