

SEC Potential persons who are to respond to the collection of information contained in 1972 (6- 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



FORM D

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

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

SEC	USE O	NLY
Prefix		Serial
DATE	RECE	IVED

Filing Under (Check box(es) that [] Rule [] Rule [X] Rule [] Section [] apply): [] Section [] ULOE							
Type of Filing: [Xi] New I	Filing [] A	Amendment					
	A	BASIC IDE	ENTIFICATI	ON DATA	and the same of th		
Enter the information			· · · · · · · · · · · · · · · · · · ·	ON DATA			
Enter the information Name of Issuer ([] che	requested ab	out the issu	er		and indiciate change.)		



5600 N. May Avenue,	Suite 320 Oklahoma City, OK 73112 (405) 842-2333							
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 Busines	USS							
Coal Reclamation, CO	0 2 Production, Manufacturing Fertilizer, E-Commerce							
Type of Business Organization								
[x] corporation	[] limited partnership, already							
[] business trust	[] limited partnership, to be formed							
of use Wild II (Aggis regard suited depth openhage with the use whether within a classification)	Month Year	u sugher o						
Actual or Estimated Date o Organization:	Description of Business 1 Reclamation, CO 2 Production, Manufacturing Fertilizer, E-Commerce 2 of Business anization Corporation [] limited partnership, already [] other (please formed specify): [] limited partnership, to be formed Month Year all or Estimated Date of Incorporation or [1]0] 7[4] [X] Actual []							
Jurisdiction of Incorporation abbreviation for State:	on or Organization: (Enter two-letter U.S. Postal Service							
	CN for Canada; FN for other foreign							
jurisdiction) [O][K]								
A TALE DALL LA LONDILLO DE LA CONTRACTOR		. 1000, 2472.04						

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 offening, 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 Apply:	[] Promoter [X] E	Beneficial () Dwner	(] Executive Officer	[x] Director []	General and/or Managing Partner	
Full Name (L	ast name first, if ir	ndividual) _E	Beard, W.M.			
Business or F 5600 N. M	Residence Addres ay Avenue, Su	s (Number a ite 320, 0	nd Street, City. Oklahoma Ci	, State, Zip Coo ty, OK 731	ie) 12	
Check Box(es) that Apply:	[] Promoter [x] E		() Executive Officer	[x] Director []		
Full Name (L	ast name first, if ir	ndividual) _M	Mee, Herb J	r.		
Business or I Same	Residence Addres	s (Number a	nd Street, City	, State, Zip Coo	de)	
Check Box(es) that Apply:	[]Promoter[]E	Beneficial [Owner] Executive Officer	[X] Director []	General and/or Managing Partner	
Full Name (L	ast name first, if ir	ndividual) Ha	llock, Alla	an R.		
Business or I # 2 Cleek	Residence Addres Way, Columb	s (Number a	nd Street, City	, State, Zip Coo	de)	
	r [] Beneficial Owner	[] Execu Office	tive [X][Director [] Ger	naging	

Full Name (Last name first, if individual) Martin, Harlon E. Jr.	
Business or Residence Address (Number and Street, City, State, Zip Co. 11200 Westheimer, Suite 905, Houston, TX 77042	de)
Check [] Promoter [] Beneficial [] Executive [X] Director [] Box(es) that Owner Officer Apply:	General and/or Managing Partner
Full Name (Last name first, if individual) Price, Ford C.	
Business or Residence Address (Number and Street, City, State, Zip Copp. 0. Box 20267, Oklahoma City, OK 73156	de)
Check [] Promoter [] Beneficial [] Executive [] Director [] Box(es) that Owner Officer Apply:	General and/or Managing Partner
Full Name (Last name first, if individual) Martine, Jack A.	
Business or Residence Address (Number and Street, City, State, Zip Co. 5600 N. May Avenue, Suite 320, Oklahoma City, OK 731	de)
Check [] Promoter [] Beneficial [X] Executive [] Director [] Box(es) that Owner Officer Apply:	
Full Name (Last name first, if individual) Voth, Rebecca G.	
Business or Residence Address (Number and Street, City, State, Zip Co 5600 N. May Avenue, Suite 320, Oklahoma City, OK 731	de)
(Use blank sheet, or copy and use additional copies of this	
B. INFORMATION ABOUT OFFERING)
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.	Yes No
2. What is the minimum investment that will be accepted from any individual?	\$24,000
3. Does the offering permit joint ownership of a single unit?	Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual) Adams, John E.	

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Business or Residence Address (Number and Street, City, State, Zip Code)
One Leadership Square, Suite 200, Oklahoma City, OK 73102
Name of Associated Broker or Dealer
                                 Capital West Securities, Inc.
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) .....
                                                             All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA]
                                                             [HI]
     [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI]
                                                       [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [ (OR] [PA]
[RI] [SC] [SD] [TN] [EX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
Full Name (Last name first, if individual) Dillingham, Donald L.
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
_Same
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) ......
                                                             All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL]
                                                       [GA] [HI]
     [IN] [IA]
               [KS] [KY] [LA] [ME] [MD] [MA] [MI]
                                                       [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND]
                                                 [OH] (C)() [OR] [PA]
[RI] [SC] [SD] [TN] [TOX [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) ......
                                                             All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL]
                                                       [GA] [HI]
                                                                   [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA]
                                                 [MI]
                                                       [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
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(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)	\$ <u>1,800,000</u>	\$ 255,000
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$ 1,800,000	\$ 255,000
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 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."	ı	
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	5	\$ 255,000
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under		

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

ULOE.

listed in Part C-Question 1.

i ype of oπering	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 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 Printing and Engraving Costs Legal Fees Accounting Fees	[]\$_ [X]\$_ [1\$	4.800
Engineering Fees		
	[]\$_	
Sales Commissions (specify finders' fees separate	ly) [X]\$_	5.100
Other Expenses (identify)	[X] \$ _	100
Total	IX1\$	10,000
b. Enter the difference between the aggregate offering prince in response to Part C - Question 1 and total expenses for response to Part C - Question 4.a. This difference is the gross proceeds to the issuer."	umished in \$- e "adjusted \$- eeds e t of al the	1.,790,000
	Payments to Officers, Directors, & Affiliates	Payments
Salaries and fees	[]\$ -0-	

E. :	STATE SIGNAT	URE	
Intentional misstatements of violatio	ATTENTION r omissions of ns. (See 18 U.S		tute federal criminal
Herb Mee, Jr.	President 8	CFO	
Name of Signer (Print or Type)	Title of Signer (pe)
The Beard Company	that !!	m	11/08/04
Issuer (Print or Type)	Signature	1 cal	Date
The issuer has duly caused this notice to be notice is filed under Rule 505, the following s to the U.S. Securities and Exchange Commi furnished by the issuer to any non-accredite	signed by the u signature constit ssion, upon writ	ndersigned utes an und ten request	dertaking by the issuer to furnish of its staff, the information
	EDERAL SIGNA	THRE	
	uucu)	[x] \$ _	245,000
Column Totals Total Payments Listed (column totals a			[X] 245,000 \$
Oakuma Tatala		11 - 0 -	[N 245 000
		[] \$	[] \$
(specify):		\$	\$
Other		\$[]	\$ []
Working capital		[]	\$ <u>-0-</u> \$\ 245,000
Repayment of indebtedness		[] \$ -0-	[] \$ -0-
Acquisition of other businesses (including securities involved in this offering that is exchange for the assets or securities of pursuant to a merger)	may be used in	[] \$0	[] \$0
Construction or leasing of plant building facilities	[] \$0	[] \$-0	
machinery and equipment		\$ <u>-0-</u>	[] \$0
Purchase, rental or leasing and installat	tion of	\$0-	<u>\$ -0-</u>
Purchase of real estate		\$0- []	\$0- []
		7 - U -	.n−1/-

	Yes	5 N o [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 Date
The Beard Company	Halmuch 11/08/04
Name of Signer (Print or Type)	Title (Print or Type)
Herb Mee, Jr.	President & CFO

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.

					AF	PENDIX			
1	2		3						
Intend to sell to non-		Type of security and aggregate offering	Т	4 Type of investor and			5 Disqualification under State ULOE (if yes, attach		
	accredited investors in State (Part B- Item 1)		price offered in state (Part C- Item 1)		unt purch	nased in Sta -Item 2)	te	explana waiver gi (Part E-l	ranted)
				Number of Accredited	1	Number of Non-			
State	Yes	No		1	1	Accredited	Amount	Yes	No

		Investors	
AL			
AK			
AZ			
AR			
CA	conv. debt \$30,000 1 conv debt \$60,000 1	\$30,000	X
co	conv debt \$60,000 1	\$60,000	X
СТ			Λ
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			
ОН			
ок	conv. debt 2 2	\$114,000	X
OR			

PA		
RI		
sc		
SD		
TN		
TX	conv. debt	
UT		
VT		
VA		
WA	-	
W		
WI		
WY		
PR		

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