# FORM D

1035617

# 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

SEC USE ONLY							
Prefix		Serial I					
DATE	RECEIV	'ED					

Name of Offering Check if this is an a Walker Smith Capital, L.P., a Private O Filing Under (Check box(es) that apply):  Type of Filing:  New Filing	amendment and name has changed, and indicate ffering  Rule 504 Rule 505 Amendment	Rule 506	Section 4(6)	ULOE
- The state of the	A. BASIC IDENTIFIC	ATION DATA		
1. Enter the information requested about t	he issuer			
Name of Issuer (check if this is an Walker Smith Capital, L.P.	amendment and name has changed, and indicate	e change.)		
Address of Executive Offices 300 Crescent Court, Suite 1111, Dallas,	(Number and Street, City, St Texas 75201	ate, Zip Code)	Telephone Number (Including (214) 756-6056	ng Area Code)
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, St	ate, Zip Code)	Telephone Number (Includin	ng Area Code)
Brief Description of Business Inv	estment Partnership			
Type of Business Organization  corporation  business trust	limited partnership, already formed limited partnership, to be formed		other (please specify)	JUN 2 9 2005 THOMSON
Actual or Estimated Date of Incorporation	or Organization:  Month 0 1	Year 9 7		FINANCIAL
Jurisdiction of Incorporation or Organizati	on: (Enter two-letter U.S. Postal Service Abbre CN for Canada; FN for other foreign juri			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. 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 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.

#### 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 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.

			FIFICATION DATA		
. Enter the information	requested for the fo	llowing:			
<ul> <li>Each promoter of the</li> </ul>	e issuer, if the issuer	has been organized within the	past five years;		
<ul> <li>Each beneficial own</li> </ul>	er having the power	to vote or dispose, or direct the	vote or disposition of, 10% or	more of a class of eq	uity securities of the issuer;
<ul> <li>Each executive offic</li> </ul>	er and director of co	rporate issuers and of corporate	e general and managing partner	s of partnership issue	ers; and
Each general and ma	inaging partner of pa	artnership issuers.			
heck Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if inc	dividual)		·		
VS Capital Management, L.P.					
usiness or Residence Address		t, City, State, Zip Code)			
00 Crescent Court, Suite 1111	. Dalias, Texas 75	201			
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ıll Name (Last name first, if inc	dividual)	· · · · · · · · · · · · · · · · · · ·			8-8-
S Capital, L.L.C.					
usiness or Residence Address	(Number and Street	t, City, State, Zip Code)			
00 C C Suite 1111	D-H T 55'	301			
00 Crescent Court, Suite 1111 Theck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
	- I TOMOTEI	DOIGHGIAI OWNEI	LACCULIVE OFFICE	Director	Managing Partner
all Name (Last name first, if inc	dividual)				
alker, Reid S.					
usiness or Residence Address	(Number and Street	t, City, State, Zip Code)		<del></del>	
00 Crescent Court, Suite 880,	Dallas, Texas 7520	1			
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if inc	dividual)				Transfing Further
mith, G. Stacy					
usiness or Residence Address	(Number and Street	t, City, State, Zip Code)			
00 Crescent Court, Suite 1111		-			
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
	righioter	Denoncial Owner	Executive Officer	Director	Managing Partner
ull Name (Last name first, if in	dividual)				
usiness or Residence Address	(Number and Stree	t, City, State, Zip Code)			
		•			
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
ull Name (Last name first, if inc	dividual)				Managing Partner
an i mine (Last name mot, ii iii	uuuij				
Business or Residence Address	Number and Street	t City State 7in Code			
aomoss of Residence Addless	(munice and since	i, ony, state, zip code)			
denda Denda Nota de d		D 5:10	D 00	D'	C
theck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if inc	dividual)				Tranging runnio
usiness or Residence Address	(Number and Stree	t, City, State, Zip Code)			
·····	(Use b	lank sheet, or copy and use add	itional copies of this sheet, as r	necessary.)	
Business or Residence Address	(Number and Stree	t, City, State, Zip Code) lank sheet, or copy and use add	itional copies of this sheet, as r	necessary.)	

					B.	INFORM	IATION .	ABOUT (	FFERIN	G			W.	a Ni-
1.	Has the issue	rsold orde	nes the icen	er intend to	sell to non	-accredited	l investore i	n this offer	ino?				Ye	
	1145 (110 15540)	3014, 01 40	703 the 133th	or intend to				umn 2, if fi	-		******************			_
2.	What is the m	inimum in	vestment th	at will be a										1.000.000
•				ral Partnei			, rouar,						Ye	s No
3.	Does the offe													
<b>l</b> .	Enter the inf remuneration agent of a bro to be listed ar	for solicita ker or deal	ition of pur er registere	chasers in c	connection SEC and/or	with sales of with a state	of securitie te or states,	s in the offe list the nar	ering. If a prince of the bi	person to b oker or dea	e listed is a der. If mor	n associate	d person or	
ull	Name (Last na	me first, if	inđividual)											
	Applicable													
Bus	iness or Reside	nce Addres	s (Number	and Street,	City State,	Zip Code)								
Van	ne of Associate	Broker or	Dealer											
tat	es in Which Pe	rson Listed	Has Solicit	ed or Intend	ds to Solici	t Purchaser	<u> </u>							<u>-</u>
	(Check "A	II States" o	r check indi	ividual State	es)								A11.S	tates
	[AL]	[AK]	[AZ]	[AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[НП	[ID]	·iatoo
	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
	[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	
ull	Name (Last na				11	<u></u>				<u></u>				
Bus	iness or Reside	nce Addres	s (Number	and Street,	City State,	Zip Code)		·						
lar	ne of Associate	d Broker or	Dealer											
tat	es in Which Pe	rson Listed	Has Solicit	ed or Intend	ds to Solici	t Purchaser	<u> </u>		<del></del>					<del> </del>
	`				,									States
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	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
11	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
uII	Name (Last na	me iirsi, ii	individuai)											
3115	iness or Reside	nce Addres	s (Number	and Street	City State	Zin Code)								
- 140	mes or recide	noc madres	s (Tumber	and once,	City Buile,	Zip Code)								
T		1 D 1	D 1											
var	ne of Associate	a Broker or	Dealer											
										·				
tat	es in Which Pe	rson Listed	Has Solicit	ed or Intend	ds to Solici	t Purchaser	S							
	(Check "A	ll States" or	r check ind	ividual Stat	es)					••••			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] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	

(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

	Aggregate	Amo	unt Already
Type of Security	Offering Price		Sold
Debt	·	\$	
Equity	\$	\$	<del></del>
Common Preferred			
Convertible Securities (including warrants)	\$	\$	
Partnership Interests	\$500,000,000	\$	31,836,682
Other (Specify:	\$	\$	
Total	\$500,000,000	\$	31,836,682
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."			
	Number		ggregate ar Amount
	Investors	of	Purchases
Accredited Investors	101	\$	31,836,682
		•	0
Non-accredited Investors	0	⊅	
Non-accredited Investors			N/A
Total (for filings under Rule 504 only)	N/A	\$	N/A
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 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.	N/A	\$	
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 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.	N/A Type of Security	\$	N/A
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 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.  Type of offering	N/A Type of Security N/A	\$ Dol	N/A lar Amount Sold
Total (for filings under Rule 504 only)	N/A Type of Security N/A N/A	Dol \$	N/A lar Amount Sold N/A
Total (for filings under Rule 504 only)	N/A Type of Security N/A N/A N/A	Dol \$	N/A lar Amount Sold N/A N/A
Total (for filings under Rule 504 only)	N/A Type of Security N/A N/A N/A N/A	Dol \$	N/A lar Amount Sold N/A N/A N/A
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 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.  Type of offering  Rule 505  Regulation A	N/A Type of Security N/A N/A N/A N/A N/A	Dol \$	N/A lar Amount Sold N/A N/A
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 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.  Type of offering  Rule 505  Regulation A	N/A  Type of Security  N/A  N/A  N/A  N/A  N/A	Dol \$	N/A lar Amount Sold N/A N/A N/A N/A
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 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.  Type of offering  Rule 505  Regulation A.  Rule 504  Total  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	N/A Type of Security N/A N/A N/A N/A Since	Dol \$	N/A lar Amount Sold N/A N/A N/A N/A
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 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.  Type of offering  Rule 505  Regulation A	N/A Type of Security N/A N/A N/A N/A Security	Dol \$	N/A lar Amount Sold N/A N/A N/A 0
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 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.  Type of offering  Rule 505  Regulation A.  Rule 504  Total  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.	N/A Type of Security N/A N/A N/A N/A Since	Dol \$	N/A lar Amount Sold N/A N/A N/A 0 0 40,000
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 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.  Type of offering  Rule 505  Regulation A.  Rule 504  Total  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	N/A Type of Security N/A N/A N/A N/A S	Dol \$	N/A lar Amount Sold N/A N/A N/A 0 0 40,000
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 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.  Type of offering  Rule 505  Regulation A  Rule 504  Total  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  Engineering Fees	N/A  Type of Security  N/A  N/A  N/A  N/A  N/A  N/A  N/A  N/	Dol \$	N/A lar Amount Sold N/A N/A N/A N/A 0 0 40,000 0

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

	b. Enter the difference between the aggregat and total expenses furnished in response to Part proceeds to the issuer."	\$499,960,000			
5.	of the purposes shown. If the amount for any pur	roceeds to the issuer used or proposed to be used for each pose is not known, furnish an estimate and check the box ents listed must equal the adjusted gross proceeds to the b above.			
				Payments to Officers, Directors, and Affiliates	Payments to Others
	Salaries and fees			\$	<b>-</b> s
	Purchase of real estate			\$	<b>□</b> \$
	Purchase, rental or leasing and installation of mac	hinery and equipment		\$	<b>□</b> s
	Construction or leasing of plant buildings and faci	ilities		\$	<b>s</b>
	Acquisition of other businesses (including the values was be used in exchange for the assets or securities	ue of securities involved in this offering that es of another issuer pursuant to a merger)		\$	<b>□</b> \$
	Repayment of indebtedness			\$	<b>S</b>
	Working Real Estate			\$	<b>□</b> \$
	Other (specify): Purchase and sell securities			\$	\$499,960,000
	Column Totals			\$	\$499,960,000
	Total Payments Listed (column totals added)				\$499,960,000
		D. FEDERAL SIGNATURE			
an u	issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Securion-accredited investor pursuant to paragraph (b)(2)	e undersigned duly authorized person. If this notice is filed ties and Exchange Commission, upon written request of its of Rule 502.	under staff,	r Rule 505, the follow the information furn	ving signature constitutes hished by the issuer to
Issue	r (Print or Type)	Signature		Date	
Wal	ker Smìth Capital, L.P.	1 h//sm		June <u>1</u> 7, 2	2005
Nam	e of Signer (Print or Type)	Title of Signer (Print or Type)			<u>, , , , , , , , , , , , , , , , , , , </u>
Reid	S. Walker	Member of WS Capital, L.L.C., the General Partner of WS Capital Management, L.P., the General Partner of		uer	

**ATTENTION** 

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

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## E. STATE SIGNATURE

Yes	
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No

1. Is any party described in 17 CFR 230.262 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	Date
Walker Smith Capital, L.P.	MS	June
Name (Print or Type)	Title (Print or Type)	
Reid S. Walker	Member of WS Capital, L.L.C., the Gen- WS Capital Management, L.P., the Ger	

### 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.

1					APP	ENDIX				
Name	1	Intend to non-a investor	I to sell ccredited s in State	Type of security and aggregate offering price offered in state		Type of investor and amount purchased in State				lification ate ULOE , attach ation of granted)
AK	State	Yes	No		Accredited	Amount	Non-Accredited	Amount	Yes	No
AZ	AL									
AR	AK									
CA         X         \$500,000,000         1         \$1,217,839         0         0         N/A         N/A           CO         I         I         \$1,217,839         0         0         N/A         N/A           CT         I	AZ									
CO	AR									
CT DE	CA		X	\$500,000,000	1	\$1,217,839	0	0	N/A	N/A
DE	CO									
DC         FL	CT									
FL GA	DE									
GA	DC									
HI	FL									
ID	GA						ļ			
IL	HI									
IA	ID				:					
IA         KS         S500,000,000         1         \$350,000         0         0         N/A         N/A           KY         X         \$500,000,000         1         \$350,000         0         0         N/A         N/A           ME         MD	IL									
KS         X         \$500,000,000         1         \$350,000         0         0         N/A         N/A           LA         IA	IN									
KY         X         \$500,000,000         1         \$350,000         0         N/A         N/A           LA         ME   <	IA									
LA       ME				<del></del>			ļ			
ME         MD         MD<			X	\$500,000,000	1	\$350,000	0	0	N/A	N/A
MD         MA         N/A         N/A<						<del></del>				
MA         MI										
MI										
MN X \$500,000,000 2 \$132,571 0 0 N/A N/A  MS										
MS										
MO			X	\$500,000,000	2	\$132,571	0	0	N/A	N/A
MT	·									
NE										
NV X \$500,000,000 1 \$200,000 0 0 N/A N/A									<u> </u>	
			v	\$500,000,000	1	£200 000	0	^	N/A	N/A
	NV NH		A	\$500,000,000	1	\$200,000	U	V	iN/A	IN/A

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				APF	PENDIX				
1	1	2	3			4			5
1	Intento non-a	d to sell accredited rs in State 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)				
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	-ltem 1) No
NJ									
NM									
NY		X	\$500,000,000	1	\$5,000,000	0	0	N/A	N/A
NC									
ND									
ОН						*******			
OK									
OR									
PA		X	\$500,000,000	1	\$1,000,000	0	0	N/A	N/A
RI									
SC									
SD									
TN		x	\$500,000,000	1	\$100,000	0	0	N/A	N/A
TX		X	\$500,000,000	91*	\$23,636,272	0	0	N/A	N/A
UT									
VT		ļ							
VA		X	\$500,000,000	2	\$150,000	0	0	N/A	N/A
WA									
wv									
WI		<del> </del>							
WY		-							
PR									
FRN		X	\$500,000,000	1	\$150,000	0	0	N/A	N/A

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