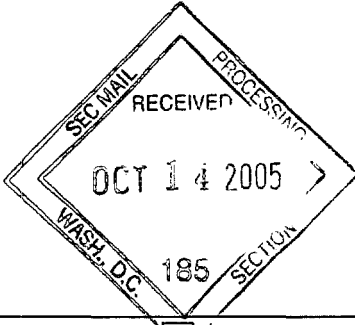


FORM D

134735



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 stamp with barcode and number 05068333

Name of Offering (X) check if this is an amendment and name has changed, and indicate change. Common Shares

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 IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.

Diamond Tree Energy Ltd.

Address of Executive Offices (Number and Street, City, State, Zip Code) Suite 1410, 111 Fifth Avenue S.W., Calgary, Alberta T2P 3Y6 Canada

Telephone Number (Including Area Code) (403) 237-9175

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Oil and gas production

Type of Business Organization

- (X) corporation limited partnership, already formed other (please specify): ( ) business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 06 Year 00 (X) Actual ( ) Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

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. 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. Information Required: A new filing must contain all information requested. 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.

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.

ATTENTION

Handwritten signature

**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  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Copeland, Don D.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 1410, 111 Fifth Avenue S.W., Calgary, Alberta T2P 3Y6 Canada**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Ogle, Kelly J.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 1410, 111 Fifth Avenue S.W., Calgary, Alberta T2P 3Y6 Canada**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Tomyn, Kelly A.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 1410, 111 Fifth Avenue S.W., Calgary, Alberta T2P 3Y6 Canada**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Alford, Thomas M.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 1410, 111 Fifth Avenue S.W., Calgary, Alberta T2P 3Y6 Canada**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Berard, Charles W.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 3700, 400 Third Avenue S.W., Calgary, Alberta T2P 4H2 Canada**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Dixon, Howard W.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 1410, 111 Fifth Avenue S.W., Calgary, Alberta T2P 3Y6 Canada**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Moore, Fred A.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 1410, 111 Fifth Avenue S.W., Calgary, Alberta T2P 3Y6 Canada**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Unrau, Gary B.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 1410, 111 Fifth Avenue S.W., Calgary, Alberta T2P 3Y6 Canada**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**Fader, Nicholas**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 4500, Bankers Hall East, 855-2<sup>nd</sup> Street S.W., Calgary, Alberta T2P 4K7 Canada**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ N/A
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)

**Canaccord Capital Corporation**

Business or Residence Address (Number and Street, City, State, Zip Code)

**2200, 450 First Street S.W., Calgary, Alberta T2P 5P8 Canada**

Name of Associated Broker or Dealer

**Canaccord Capital Corporation (USA) 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] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME]   | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | X [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT]   | [VA] | [WA] | [WV] | [WJ] | [WY] | [PR] |

Full Name (Last name first, if individual)

**Salman Partners Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**4450, 888 Third Street S.W., Calgary, Alberta T2P 5C5 Canada**

Name of Associated Broker or Dealer

**All solicitations in the United States were made by Canaccord Capital Corporation (USA) Inc., the U.S. affiliate of Canaccord Capital Corporation.**

Full Name (Last name first, if individual)

**Acumen Capital Finance Partners Limited**

Business or Residence Address (Number and Street, City, State, Zip Code)

**700, 404 Sixth Avenue S.W., Calgary, Alberta T2P 0R9 Canada**

Name of Associated Broker or Dealer

**All solicitations in the United States were made by Canaccord Capital Corporation (USA) Inc., the U.S. affiliate of Canaccord Capital Corporation.**

Full Name (Last name first, if individual)

**Blackmont Capital Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**2200, 400 Second Avenue S.W., Calgary, Alberta T2P 5E9 Canada**

Name of Associated Broker or Dealer

**All solicitations in the United States were made by Canaccord Capital Corporation (USA) Inc., the U.S. affiliate of Canaccord Capital Corporation.**

Full Name (Last name first, if individual)

Haywood Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

301, 808 First Street S.W., Calgary, Alberta T2P 1M9 Canada

Name of Associated Broker or Dealer

All solicitations in the United States were made by Canaccord Capital Corporation (USA) Inc., the U.S. affiliate of Canaccord Capital Corporation.

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

- 1. Enter the aggregate 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.

Table with 3 columns: Type of Security, Aggregate Offering Price, Amount Already Sold. Rows include Debt, Equity (Common/Preferred), Convertible Securities, Partnership Interests, Other, and Total.

Answer also in Appendix, Column 3, if filing under ULOE.

- (1) Represents U.S. portion of offering only. Unless otherwise indicated, all dollar amount have been converted into U.S. dollars using the noon foreign exchange rate published by the Federal Reserve Bank of New York as of the closing date (\$1.00 U.S. = \$1.1725 CDN).

- 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 amounts of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Table with 3 columns: Investor Type, Number Investors, Aggregate Dollar Amount of Purchases. Rows include Accredited Investors, Non-accredited Investors, and Total (for filings under Rule 504 only).

Answer also in Appendix, Column 4, if filing under ULOE.

- 3. If this filing is for an offering under 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.

Table with 3 columns: Type of offering, Type of Security, Dollar Amount Sold. Rows include Rule 505, Regulation A, Rule 504, and 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 .....                                    | <input type="checkbox"/>            | \$ _____ |
| Printing and Engraving Costs .....                             | <input type="checkbox"/>            | \$ _____ |
| Legal Fees .....   | <input checked="" type="checkbox"/> | \$ 5,000 |
| Accounting Fees .....  | <input type="checkbox"/>            | \$ _____ |
| Engineering Fees .....   | <input type="checkbox"/>            | \$ _____ |
| Sales Commissions (specify finders' fees separately) .....     | <input checked="" type="checkbox"/> | \$32,368 |
| Other Expenses (identify) <b>Expenses of Underwriter</b> ..... | <input checked="" type="checkbox"/> | \$ 5,000 |
| Total .....  | <input checked="" type="checkbox"/> | \$42,368 |

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

- 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." .....

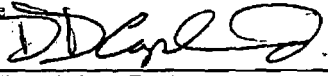
\$546,144

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 payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

|  | Payments to<br>Officers,<br>Directors, &<br>Affiliates |          | Payments To<br>Others               |           |
|--|--|----------|-------------------------------------|-----------|
| Salaries and fees .....  | <input type="checkbox"/>                               | \$ _____ | <input type="checkbox"/>            | \$ _____  |
| Purchase of real estate .....  | <input type="checkbox"/>                               | \$ _____ | <input type="checkbox"/>            | \$ _____  |
| Purchase, rental or leasing and installation of machinery and equipment .....  | <input type="checkbox"/>                               | \$ _____ | <input type="checkbox"/>            | \$ _____  |
| Construction or leasing of plant buildings and facilities .....  | <input type="checkbox"/>                               | \$ _____ | <input type="checkbox"/>            | \$ _____  |
| 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) ..... | <input type="checkbox"/>                               | \$ _____ | <input type="checkbox"/>            | \$ _____  |
| Repayment of indebtedness .....  | <input type="checkbox"/>                               | \$ _____ | <input type="checkbox"/>            | \$ _____  |
| Working capital .....  | <input type="checkbox"/>                               | \$ _____ | <input checked="" type="checkbox"/> | \$546,144 |
| Other (specify): _____   | <input type="checkbox"/>                               | \$ _____ | <input type="checkbox"/>            | \$ _____  |
| Column Totals .....  | <input type="checkbox"/>                               | \$ _____ | <input checked="" type="checkbox"/> | \$546,144 |
| Total Payments Listed (column totals added) .....  |  |          | <input checked="" type="checkbox"/> | \$546,144 |

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

|                                |  |                  |
|--------------------------------|--|------------------|
| Issuer (Print or Type)         | Signature  | Date             |
| Diamond Tree Energy Ltd.       |  | October 13, 2005 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type)  |                  |
| Don D. Copeland                | Chief Executive Officer  |                  |

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

**ATTENTION**