

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

FORM D

OMB Number: 3235-0076
Expires:
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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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

SEC	USE O	NLY
Prefix		Serial
DA	TE RECEIV	ED

OMB APPROVAL

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4 Type of Filing: New Filing Amendment	(6) ULOE
A. BASIC IDENTIFICATION DATA	fel (c)
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Hipwell Holdings Enterprises, Inc.	185
Address of Executive Offices (Number and Street, City, State, Zip Code	
(care of Mintz & Fraade, P.C.) 488 Madison Avenue, Suite 1100, New York, NY 10022	212-486-2500
Address of Principal Business Operations (Number and Street, City, State, Zip Cod (if different from Executive Offices)	e) Telephone Number (Including Area Code)
Brief Description of Business	
The Company is involved in the manufacture of flashlights and other lighting related prodexpand and develop other lighting related products by acquiring a number of companies	• • • • • • • • • • • • • • • • • • • •
Type of Business Organization Corporation limited partnership, already formed othe business trust limited partnership, to be formed	r (please specify): PROCESSED
Actual or Estimated Date of Incorporation or Organization: 0 9 0 5 Actual E Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for S CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS	stimated tate: THOMSON FINANCIAL
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation 77d(6).	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 offer and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address give 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 manuphotocopies of the manually signed copy or bear typed or printed signatures.	ually signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only rethereto, the information requested in Part C, and any material changes from the information previously sunot 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 ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim accompany this form. This notice shall be filed in the appropriate states in accordance with state lattice and must be completed.	ne Securities Administrator in each state where sales a for the exemption, a fee in the proper amount shall

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 predictated on the

filing of a federal notice.

A. BASIC IDENTIFICATION DATA 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: General and/or Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Parks, George C. Business or Residence Address (Number and Street, City, State, Zip Code) 831 West North Avenue, Pittsburgh, PA, 15233 Check Box(es) that Apply: Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Anaya, Jr., George Business or Residence Address (Number and Street, City, State, Zip Code) 4371 Northlake Blvd., Suite 301, Palm Beach Gardens, Florida, 33410 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Mintz, Frederick M. Business or Residence Address (Number and Street, City, State, Zip Code) 488 Madison Avenue, Suite 1100, New York, NY, 10022 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

			-		B. IN	NFORMAT	ON ABOU	T OFFERI	NG	,			
1.	Has the	issuer solo	l, or does th	e iccuer ir	stend to sel	I to non-a	ccredited in	nvectore in	this offeri	na?		Yes	No
1.	rias tire	133401 3010	i, or does in			Appendix,				•	•••••••		×
2.	What is	the minim	um investm					_				\$	
												Yes	No
3.			permit joint									K	
4.	commis If a pers or state:	sion or sim on to be lis s, list the na	ion request ilar remuner ted is an ass ume of the b you may so	ration for s ociated pe roker or de	olicitation rson or age caler. If mo	of purchase nt of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered is to be list	sales of sec l with the S ed are asso	curities in tl EC and/or	ne offering. with a state		
Ful	'ull Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)													
Na	me of As	sociated Br	oker or Dea	aler									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	***************************************				·······		☐ Al	l States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	Il Name (Last name	first, if indi	vidual)									
Bu	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)						
Na	me of As	sociated Br	oker or Dea	aler	······································								
Sta			Listed Has										P. W. 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1
	(Check	"All States	or check	individual	States)		····	••••••	•••••			☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	ll Name (Last name	first, if indi	vidual)		· · · · · · · · · · · · · · · · · · ·							
Bu	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)	·					
Na	me of As	sociated Br	oker or De	aler				-					
Sta	ites in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check "All States" or check individual States)									l States			
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO 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

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the 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	Aggregate Offering Price	Amount Already Sold
	Debt	0.00	§ 0.00
	Equity		\$ 25,000.00
	Common Preferred		<u> </u>
	Convertible Securities (including warrants)	e	¢
	Partnership Interests		
	Other (Specify)		
	Total	\$_000,000.00	\$_23,000.00
	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."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		\$_25,000.00
	Non-accredited Investors		
	Total (for filings under Rule 504 only)	0	\$_25,000.00
	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.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		
	Regulation A		-
	Rule 504		
	Total		\$_0.00
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 insurer. 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		\$ 12,500.00
	Accounting Fees		_ _
	Engineering Fees	_	
	Sales Commissions (specify finders' fees separately)	_	_
	Other Expenses (identify) Blue Sky Filing Fees and other expenses	_	z \$ 2,500.00
	Total		45,000,00
	A VINA TOTAL CONTROL C		· 1 · · ·

	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS		
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — C proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		48 \$	5,000.00
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for any check the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part 6	purpose is not known, furnish an estimate and he payments listed must equal the adjusted gross			
			Payments to Officers, Directors, & Affiliates	P	ayments to Others
	Salaries and fees		<u>Z</u> \$ <u>150,000.0C</u>	<u></u> \$_	
	Purchase of real estate		\$	<u> </u>	
	Purchase, rental or leasing and installation of mach and equipment	inery	¬\$	┌ \$_	
	Construction or leasing of plant buildings and facil	-			
	Acquisition of other businesses (including the valu offering that may be used in exchange for the asset issuer pursuant to a merger)	e of securities involved in this s or securities of another	_		
	Repayment of indebtedness	-		_	
	Working capital				
	Other (specify): Legal fees		\$ 12,500.00	□ \$_	
	Column Totals		<u>7</u> \$_162,500.00	_ ✓ \$_	322,500.00
	Total Payments Listed (column totals added)		Z \$_48	5,000	00
		D. FEDERAL SIGNATURE			
sig	issuer has duly caused this notice to be signed by the cauture constitutes an undertaking by the issuer to furn information furnished by the issuer to any non-accre	ish to the U.S. Securities and Exchange Commis	sion, upon writter		
Iss	uer (Print or Type)	Signature I	Date		
Hi	owell Holdings Enterprises, Inc.	Ders (Joh	November 18, 20	005	
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)			
Ge	orge Parks	President and Director			

---- ATTENTION ----

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

		E. STATE SIGNATURE						
1.	Is any party described in 17 CFR 230.262 provisions of such rule?							
	Se	ee Appendix, Column 5, for state re	sponse.					
2.	 The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Forn 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.	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.							
	uer has read this notification and knows the con thorized person.	ntents to be true and has duly caused t	his notice to be signed on its behalf by the undersigne					
ssuer (Print or Type)	Signature	Date					
Hipwell	Holdings Enterprises, Inc.	Veno Va	November 18, 2005					
Name (Print or Type)	Title (Print or Type)	1					

President and Director

Name (Print or Type) George Parks

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX											
1	Intend to non-a investor	to sell ccredited s in State -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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL		×	**************************************)		
AK		×							7 7 2		
AZ		×			7-55-55-1-1-5-1-1-1-1-1-1-1-1-1-1-1-1-1-						
AR		x									
CA		×									
со		×									
CT		X							,		
DE		×									
DC		×	**								
FL		×									
GA		×						<u> </u>			
HI		×									
ID		×									
IL		×					· 				
IN		×				-					
IA		×									
KS		×			,						
KY		×									
LA		×									
ME		×									
MD		×									
MA		×									
MI		×									
MN		×									
MS		×									

APPENDIX										
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО		×		_						
MT		×								
NE		×								
NV		×								
NH		×								
NJ		×								
NM		×								
NY		×								
NC		×								
ND		×					Mr. minus Joseph Transcriptor			
ОН		×								
ОК		×					18-30(-1-1-2-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-		, N	
OR		×								
PA		×		1	\$25,000.00				778 0. 1	
RI		x			:					
SC		×								
SD		×		_						
TN		×						1		
TX		×								
UT		×								
VT		×							, , ,	
VA		×								
WA		×		_					7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	
WV		×							<u> </u>	
WI		×								

	APPENDIX											
1		2	3 Type of security		4							
	to non-a	I to sell ccredited s in State -Item 1)	and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				atte ULOE attach attion of granted) -Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
WY		×						12				
PR		×							<u> </u>			