

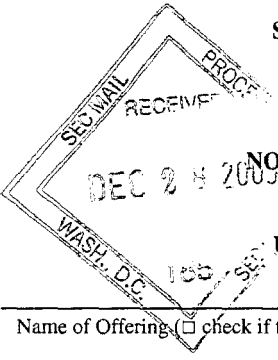
1348398

FORM D

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: November 30, 2001
Estimated average burden
hours per response.....16.00

Prefix [Redacted]
[Barcode]
05075433

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

Membership Interests

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

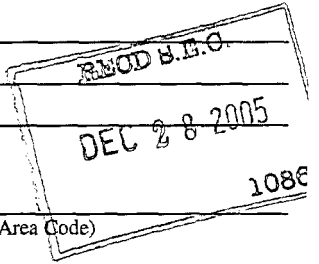
PROCESSED

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

JAN 03 2006
THOMSON
FINANCIAL



Ridgewood Energy R Fund, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

947 Linwood Avenue, Ridgewood, NJ 07450

Telephone Number (Including Area Code)

201-447-9000

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: To acquire interests in oil and natural gas properties

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization 01 06 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE
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 USC 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.

When 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 a 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.

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 Managing Member

Full Name (Last name first, if individual)

Ridgewood Energy Corporation

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

947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

Swanson, Robert E.

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

947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

Gold, Robert L.

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

947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

McSherry, Kathleen

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

947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

Tabor, Greg

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

947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

Gulino, Daniel

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

947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

Olin, Mary Lou

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

947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

Valdes, Mirna

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

947 Linwood Avenue, Ridgewood, NJ 07450

Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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 |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$ | <u>75,000</u> |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit?..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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)
See Attached

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] | - [ID] |
| - [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] |
| - [RI] | - [SC] | - [SD] | - [TN] | - [TX] | - [UT] | - [VT] | - [VA] | - [WA] | - [WV] | - [WI] | - [WY] | - [PR] |

B. INFORMATION ABOUT OFFERING

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
26637 W. Agoura Road, Suite 100, Calabasas, CA 91302

Name of Associated Broker or Dealer
AFA Financial Group LLC

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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)
Taylor, William

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Capital Strategies Ltd., 690 Stites Lane, North East, MD 21901

Name of Associated Broker or Dealer
Advanced Planning 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] [ID]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full name (Last name first, if individual)
Dyer, David

Business or Residence Address (Number and Street, City, State, Zip Code)
PO Box 4025, Kokomo, IL 46904

Name of Associated Broker or Dealer
Alliance Affiliated Equities Corp.

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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full name (Last name first, if individual)
Kittlaus, Clysta Sue

Business or Residence Address (Number and Street, City, State, Zip Code)
10391 Creekegde Ct., Bonita Springs, FL 34135

Name of Associated Broker or Dealer
Alliance Affiliated Equities Corp.

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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Bishop, Benjamin

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

Suite 3625, 50 North Laura St., Jacksonville, FL 32202

Name of Associated Broker or Dealer

Allen C. Ewing & Company

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Mahoney, John T.

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

Suite 3625, 50 North Laura St., Jacksonville, FL 32202

Name of Associated Broker or Dealer

Allen C. Ewing & Company

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full name (Last name first, if individual)

Hanson, James P.

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

James P. Hanson Accountancy Corp., 22973 Sutro Street, Hayward, CA 94541

Name of Associated Broker or Dealer

Archer Alexander Securities Corp.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full name (Last name first, if individual)

Shea, Terry

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

4 Aries Lane, Novato, CA 94947

Name of Associated Broker or Dealer

Archer Alexander Securities Corp.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full name (Last name first, if individual)

Rachlin, Jeff

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

The Landmark at Eastview, 777 Old Saw Mill River Road, Tarrytown, NY 10591

Name of Associated Broker or Dealer

Asset Allocation Securities Corp.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full name (Last name first, if individual)

Donnadio, Anthony

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

510 Broadhollow Road, Melville, NY 11747

Name of Associated Broker or Dealer

Basic Investors

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full name (Last name first, if individual)

Michitsch, Heidi

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

115 East 87th St., New York, NY 10128

Name of Associated Broker or Dealer

Berry-Shino Securities, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input checked="" type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input checked="" type="checkbox"/> [CO]	<input checked="" type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input checked="" type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

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

701 Tama Street, Marion, IA 52302

Name of Associated Broker or Dealer

Berthel Fisher & Co. Financial Services

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input checked="" type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input checked="" type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input checked="" type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input checked="" type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
14497 N. Dale Mabry Hwy, Suite 215, Tampa, FL 33618

Name of Associated Broker or Dealer
Calton & Associates, 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]
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
56 East Burlington Avenue, Fairfield, IA 52556

Name of Associated Broker or Dealer
Cambridge Investment Research, 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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Polakoff, Vic

Business or Residence Address (Number and Street, City, State, Zip Code)
766 Shewsbury Avenue, Tinton Falls, NJ 07724

Name of Associated Broker or Dealer
Cantone Research, 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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Bjork, David

Business or Residence Address (Number and Street, City, State, Zip Code)
3801 Lockport St., Bismarck, ND 58503

Name of Associated Broker or Dealer
Capital Financial Services, 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]
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Full Name (Last name first, if individual)

Volzke, Roy D.

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

1401 Saulsbury Street, Lockwood, CO 80214

Name of Associated Broker or Dealer

CapWest Securities, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Harris, David

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

222 Mamaroneck Ave., White Plains, NY 10602

Name of Associated Broker or Dealer

Chester Harris & Co.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Harris, Chester

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

222 Mamaroneck Ave., White Plains, NY 10602

Name of Associated Broker or Dealer

Chester Harris & Co.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

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

One University Office Park, Waltham, MA 02453

Name of Associated Broker or Dealer

Commonwealth Financial Network

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Boeck, George

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

Washington Asset Management, 11400 SE 8thSt., Bellevue, WA 98004

Name of Associated Broker or Dealer

Concord Equity Group

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Oswald, Thomas

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

75 Fox Chase Road, Far Hills, NJ 07931

Name of Associated Broker or Dealer

Concord Equity Group

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Stiassni, Michael

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

Cambridge Investment Research, 101 Peachcroft Rd, Bernardsville, NJ 07924

Name of Associated Broker or Dealer

Concord Equity Group

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

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

725 Town & Country Road, Orange, CA 92868

Name of Associated Broker or Dealer

Crown Capital

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input checked="" type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input checked="" type="checkbox"/> [CO]	<input checked="" type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input checked="" type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)
Coughlin, Jerry

Business or Residence Address (Number and Street, City, State, Zip Code)
75 Maplewood Drive, Lewisburg, PA 17837

Name of Associated Broker or Dealer
Cullum & Burks 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] [ID]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)
Harris, Chester

Business or Residence Address (Number and Street, City, State, Zip Code)
222 Mamaroneck Ave., White Plains, NY 10602

Name of Associated Broker or Dealer
David Harris & Co.

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]
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Full Name (Last name first, if individual)
Harris, David

Business or Residence Address (Number and Street, City, State, Zip Code)
222 Mamaroneck Ave., White Plains, NY 10602

Name of Associated Broker or Dealer
David Harris & Co.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)
Brevig, Chris

Business or Residence Address (Number and Street, City, State, Zip Code)
150 East 52nd Street, 3rd Floor, New York, NY 10022

Name of Associated Broker or Dealer
Dominick & Dominick LLC

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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Evans, Gareth

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

150 East 52nd Street, 3rd Floor, New York, NY 10022

Name of Associated Broker or Dealer

Dominick & Dominick LLC

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Gelman, Theodore

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

2 South Biscayne Blvd., Miami, FL 33131

Name of Associated Broker or Dealer

Dominick & Dominick LLC

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Milani, Rodolfo

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

2 South Biscayne Blvd., Miami, FL 33131

Name of Associated Broker or Dealer

Dominick & Dominick LLC

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Hammond, William

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

4045 Orchard Rd., Smyrna, GA 30080

Name of Associated Broker or Dealer

Dunwoody Brokerage Services, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
3721 Douglas Blvd., Roseville, CA 95661

Name of Associated Broker or Dealer
EPlanning Securities

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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)
Yellin, Saul

Business or Residence Address (Number and Street, City, State, Zip Code)
Saul Yellin Associates, 18 West Mall Dr., Huntington, NY 11743

Name of Associated Broker or Dealer
Steven Falk & Associates

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)
Brown, Alexander P.

Business or Residence Address (Number and Street, City, State, Zip Code)
1700 Pennsylvania Avenue, 7th Floor, Washington, DC 20006

Name of Associated Broker or Dealer
Ferris, Baker Watts Incorporated

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
328 Newman Springs Road., Red Bank, NJ 07701

Name of Associated Broker or Dealer
First Montauk Securities Corp.

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]
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Full Name (Last name first, if individual)

Griffin, James

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

1246 Chavaniac Dr., Manchester, MO 63011

Name of Associated Broker or Dealer

Forsyth Securities

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Best, Thomas M.

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

2202 S. Babcock St., Melbourne, FL 32901

Name of Associated Broker or Dealer

G. A. Repple & Company

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Hamilton, Paul

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

2341 Mount Carmel Dr., Waco, TX 76710

Name of Associated Broker or Dealer

G. A. Repple & Company

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Reyes, Richard E.

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

159 Lookout Place, Maitland, FL 32751

Name of Associated Broker or Dealer

G. A. Repple & Company

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
4700 S. Syracuse Parkway, Suite 1000, Denver, CO 80237

Name of Associated Broker or Dealer
Genos Wealth Management, 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]
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Full Name (Last name first, if individual)
Whitman, Jan

Business or Residence Address (Number and Street, City, State, Zip Code)
777 Third Avenue, 14th Floor, New York, NY 10017

Name of Associated Broker or Dealer
Gilford Securities Incorporated

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]
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Full Name (Last name first, if individual)
Boutin, Dan

Business or Residence Address (Number and Street, City, State, Zip Code)
777 Third Avenue, 14th Floor, New York, NY 10017

Name of Associated Broker or Dealer
Gilford Securities Incorporated

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)
Sharon, Gil

Business or Residence Address (Number and Street, City, State, Zip Code)
270 Headquarters Plaza, East Tower, 10th Floor, Morristown, NJ 07960

Name of Associated Broker or Dealer
Gilford Securities Incorporated

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Lum, Matthew

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

MJL Advisors, 929 Santa Barbara St., Santa Barbara, CA 93101

Name of Associated Broker or Dealer

Girard Securities

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Lum, Matthew

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

Damitz/Sentinel Wealth Management, 929 Santa Barbara St., Santa Barbara, CA 93101

Name of Associated Broker or Dealer

Girard Securities

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Hill, Mark

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

12520 High Bluff Drive, San Diego, CA 921303101

Name of Associated Broker or Dealer

Girard Securities

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Manchester, Richard

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

D&M Capital Management, 1 City Boulevard West, Orange, CA 92868

Name of Associated Broker or Dealer

Girard Securities

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full name (Last name first, if individual)

VanMourick, Mark

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

30131 Town Center Drive, Laguna Niguel, CA 92677

Name of Associated Broker or Dealer

Gramercy Securities, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full name (Last name first, if individual)

Hrycyk, Stephanie

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

3000 SW 27th Avenue, Amarillo, TX 79190

Name of Associated Broker or Dealer

Gramercy Securities Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input checked="" type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full name (Last name first, if individual)

Scribner, Rod

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

3949 Old Post Road, Charlestown, RI 02813

Name of Associated Broker or Dealer

Gramercy Securities Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
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<input type="checkbox"/> [RI]	<input type="checkbox"/> [SC]	<input type="checkbox"/> [SD]	<input type="checkbox"/> [TN]	<input checked="" type="checkbox"/> [TX]	<input type="checkbox"/> [UT]	<input type="checkbox"/> [VT]	<input type="checkbox"/> [VA]	<input type="checkbox"/> [WA]	<input type="checkbox"/> [WV]	<input type="checkbox"/> [WI]	<input type="checkbox"/> [WY]	<input type="checkbox"/> [PR]

Full name (Last name first, if individual)

Gunn Allen Financial

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

5002 W. Waters Avenue, Tampla, FL 33634

Name of Associated Broker or Dealer

Gunn Allen Financial

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input checked="" type="checkbox"/> [AL]	<input checked="" type="checkbox"/> [AK]	<input checked="" type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input checked="" type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input checked="" type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input checked="" type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input checked="" type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input checked="" type="checkbox"/> [KY]	<input checked="" type="checkbox"/> [LA]	<input checked="" type="checkbox"/> [ME]	<input checked="" type="checkbox"/> [MD]	<input checked="" type="checkbox"/> [MA]	<input checked="" type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
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Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
1500 City West Blvd., Houston, TX 77042

Name of Associated Broker or Dealer
IMS Securities

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]
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-- [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]

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
230 Broadway, Lynnfield, MA 01940

Name of Associated Broker or Dealer
Investors Capital

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]
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-- [RI] -- [SC] -- [SD] -- [TN] -- [TX] -- [UT] -- [VT] -- [VA] -- [WA] -- [WV] -- [WI] -- [WY] -- [PR]

Full name (Last name first, if individual)

Little, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)
Medallion Investment Services, 2605 Thomas Dr., Panama City Beach, FL 32408

Name of Associated Broker or Dealer
JW Cole Financial

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]
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-- [RI] -- [SC] -- [SD] -- [TN] -- [TX] -- [UT] -- [VT] -- [VA] -- [WA] -- [WV] -- [WI] -- [WY] -- [PR]

Full name (Last name first, if individual)

Langhofer, Stephen

Business or Residence Address (Number and Street, City, State, Zip Code)
300 W. Douglas Ave., Wichita, KS 67202

Name of Associated Broker or Dealer
Main Street Securities LLC

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]
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-- [RI] -- [SC] -- [SD] -- [TN] -- [TX] -- [UT] -- [VT] -- [VA] -- [WA] -- [WV] -- [WI] -- [WY] -- [PR]

Full name (Last name first, if individual)

Walter, M. Gene

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

12600 W. Colfax Avenue, Lakewood, CO 80215

Name of Associated Broker or Dealer

MCL Financial Group, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

McDonough, Michael M.

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

1022 Frick Building, Pittsburgh, PA 15219

Name of Associated Broker or Dealer

MetLife (FKA Walnut Street Securities, Inc.)

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Guttman, Barney

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

1022 Frick Building, Pittsburgh, PA 15219

Name of Associated Broker or Dealer

MetLife (FKA Walnut Street Securities, Inc.)

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

VonFeldt, Neil

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

2287 West Eau Gallie Blvd., Melbourne, FL 32935

Name of Associated Broker or Dealer

MHA Financial Corporation.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Pace, Anthony

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

c/o Lindberg & Ripple, Inc., Two Waterside Crossing, Suite 100, Windsor, CT 06095-1567

Name of Associated Broker or Dealer

M Holdings Securities, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Down, David J.

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

336 4th Avenue, Pittsburgh, PA 15222

Name of Associated Broker or Dealer

Mid-Atlantic Capital Corp.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Decker, Kenneth O.

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

322 Frankstown Rd., Altoona, PA 16602

Name of Associated Broker or Dealer

Next Financial Group

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Murphy, Randy

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

76 Eichelberger Dr., Moon Township, PA 15108

Name of Associated Broker or Dealer

Next Financial Group

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
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Full Name (Last name first, if individual)

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

1019 Highway 71 South, Okoboji, IA 51355

Name of Associated Broker or Dealer

Okoboji Financial Services

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Harkavy, Lawrence

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

700 Veterans Memorial Highway, Hauppauge, NY 11788

Name of Associated Broker or Dealer

Oppenheimer

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Elsas, Roger

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

125 Broad Street, 15th Floor, New York, NY 10004

Name of Associated Broker or Dealer

Oppenheimer

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full name (Last name first, if individual)

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

One Renton Place, Renton, WA 98505

Name of Associated Broker or Dealer

Pacific West Securities

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state abbreviations with checkboxes for selection.

Full Name (Last name first, if individual)

Helba, Jr., James

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

1195 Washington Pike, Suite 100, Bridgeville, PA 15017

Name of Associated Broker or Dealer

Pittsburgh Financial Planners, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input checked="" type="checkbox"/> [MO]
<input type="checkbox"/> [MT]	<input type="checkbox"/> [NE]	<input type="checkbox"/> [NV]	<input type="checkbox"/> [NH]	<input type="checkbox"/> [NJ]	<input type="checkbox"/> [NM]	<input type="checkbox"/> [NY]	<input type="checkbox"/> [NC]	<input type="checkbox"/> [ND]	<input type="checkbox"/> [OH]	<input type="checkbox"/> [OK]	<input type="checkbox"/> [OR]	<input checked="" type="checkbox"/> [PA]
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Full Name (Last name first, if individual)

Korth, Daniel Lee

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

205 Refugio Place, Arroyo Grande, CE 93420

Name of Associated Broker or Dealer

Questar Capital Corporation

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
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<input type="checkbox"/> [RI]	<input type="checkbox"/> [SC]	<input type="checkbox"/> [SD]	<input type="checkbox"/> [TN]	<input checked="" type="checkbox"/> [TX]	<input type="checkbox"/> [UT]	<input type="checkbox"/> [VT]	<input type="checkbox"/> [VA]	<input type="checkbox"/> [WA]	<input type="checkbox"/> [WV]	<input type="checkbox"/> [WI]	<input type="checkbox"/> [WY]	<input type="checkbox"/> [PR]

Full Name (Last name first, if individual)

Swanson, Robert

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

947 Linwood Avenue, Ridgewood, NJ 07450

Name of Associated Broker or Dealer

Ridgewood Securities Corp.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input checked="" type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input checked="" type="checkbox"/> [AZ]	<input checked="" type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input checked="" type="checkbox"/> [CO]	<input checked="" type="checkbox"/> [CT]	<input checked="" type="checkbox"/> [DE]	<input checked="" type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input checked="" type="checkbox"/> [GA]	<input checked="" type="checkbox"/> [HI]	<input checked="" type="checkbox"/> [ID]
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<input checked="" type="checkbox"/> [RI]	<input checked="" type="checkbox"/> [SC]	<input checked="" type="checkbox"/> [SD]	<input checked="" type="checkbox"/> [TN]	<input checked="" type="checkbox"/> [TX]	<input checked="" type="checkbox"/> [UT]	<input checked="" type="checkbox"/> [VT]	<input checked="" type="checkbox"/> [VA]	<input checked="" type="checkbox"/> [WA]	<input checked="" type="checkbox"/> [WV]	<input checked="" type="checkbox"/> [WI]	<input type="checkbox"/> [WY]	<input type="checkbox"/> [PR]

Full Name (Last name first, if individual)

Gray, Thomas A.

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

322 Vista Del Mar, Redondo Beach, CA 90277

Name of Associated Broker or Dealer

S.I.I. Investments

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Wlosek, Ken

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

400 "D-C" Lake Street, Ramsey, NJ 07446

Name of Associated Broker or Dealer

Seward Groves Richard & Wells, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input checked="" type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input checked="" type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input checked="" type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

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

4261 Park Road, Ann Arbor, MI 48103

Name of Associated Broker or Dealer

Sigma Financial Corporation

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States,

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Kovaleff, Theodore

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

110 Wall Street, New York, NY 10005

Name of Associated Broker or Dealer

Sky Capital LLC

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Frieders, Craig c.

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

2000 Sierra Point Pkwy, Brisbane, CA 94005

Name of Associated Broker or Dealer

Sloan Securities Corp.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)
Leiphart, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
450 Post Road East, Westport, CT 06880

Name of Associated Broker or Dealer
Sloan Securities Corp.

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]
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-- [RI] -- [SC] -- [SD] -- [TN] -- [TX] -- [UT] -- [VT] -- [VA] -- [WA] -- [WV] -- [WI] -- [WY] -- [PR]

Full Name (Last name first, if individual)
Young, Shawn

Business or Residence Address (Number and Street, City, State, Zip Code)
6729 N. Palm Avenue, Fresno, CA 93704

Name of Associated Broker or Dealer
Sloan Securities Corp.

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]
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Full Name (Last name first, if individual)
Graves, Gene

Business or Residence Address (Number and Street, City, State, Zip Code)
Empire Financial Group Inc., 745 Domingo Drive, #8, Newport Beach, CA 92660

Name of Associated Broker or Dealer
Standard Investment Chartered 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]
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-- [RI] -- [SC] -- [SD] -- [TN] -- [TX] -- [UT] -- [VT] -- [VA] -- [WA] -- [WV] -- [WI] -- [WY] -- [PR]

Full Name (Last name first, if individual)
Doane, John

Business or Residence Address (Number and Street, City, State, Zip Code)
401 Edgewater Place, Wakefield, MA 01880

Name of Associated Broker or Dealer
Stonegate Partners, LLC

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]
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Full Name (Last name first, if individual)

Bernier, Brian

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

401 Edgewater Place, Wakefield, MA 01880

Name of Associated Broker or Dealer

Stonegate Partners, LLC

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state checkboxes for Brian Bernier, including CA, DC, NY, and others.

Full Name (Last name first, if individual)

Mara, Jack

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

401 Edgewater Place, Wakefield, MA 01880

Name of Associated Broker or Dealer

Stonegate Partners, LLC

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state checkboxes for Jack Mara, including CT, MA, MI, and others.

Full Name (Last name first, if individual)

Faber, Joel A.

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

3478 Buskirk Avenue, Pleasant Hill, CA 94523

Name of Associated Broker or Dealer

Summit Brokerage Services, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state checkboxes for Joel A. Faber, including CA, FL, NY, and others.

Full Name (Last name first, if individual)

Nixon, Thomas M.

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

4775 Wallingford Street, Pittsburgh, PA 15213

Name of Associated Broker or Dealer

Thomas M. Nixon & Associates

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

Grid of state checkboxes for Thomas M. Nixon, including CA, NY, and others.

Full name (Last name first, if individual)

Goodman, David L.

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

853 Vanderbilt Beach Road, Naples, FL 34108

Name of Associated Broker or Dealer

TransAm Securities, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full name (Last name first, if individual)

Shafe, Charles

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

531 Versailles Drive, Maitland, FL 32751

Name of Associated Broker or Dealer

TransAm Securities, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input checked="" type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

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

3500 Parkway Lane, Norcross, GA 30092

Name of Associated Broker or Dealer

Triad Advisors, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input checked="" type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input checked="" type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input checked="" type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input checked="" type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

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

7730 E. Belleview Avenue, Greenwood Village, CO 80111

Name of Associated Broker or Dealer

United Securities Alliance, Inc.

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
8620 W. 110 St., Overland Park, KS 66210

Name of Associated Broker or Dealer
VSR Financial Services, 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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)
Field, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
Long Grove Trading Co., 8125 RFD Danneil Circle, Long Grove, IL 60047

Name of Associated Broker or Dealer
Waterstone Financial Group

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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)
Melanson, Ronald

Business or Residence Address (Number and Street, City, State, Zip Code)
Waveland Securities LLC, 1237 Rainbow Drive, Bigfork, MT 59911

Name of Associated Broker or Dealer
Waveland Capital Partners LLC

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full name (Last name first, if individual)
Bernier, Michael J.

Business or Residence Address (Number and Street, City, State, Zip Code)
675 North 1st Street, Suite 150, San Jose, CA 95112

Name of Associated Broker or Dealer
Western International Securities

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]
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Full Name (Last name first, if individual)

Runk, Alan

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

117 Greenspring Road, Greenville, DE 19807

Name of Associated Broker or Dealer

Wharton Equity Corporation

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full name (Last name first, if individual)

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

12221 Merit Dr., Dallas, TX 71251

Name of Associated Broker or Dealer

Williams Financial Group

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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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.

	Aggregate Offering Price	Amount Already Sold
Type of Security		
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify): limited liability company membership interests	\$ <u>150,000.000*</u>	\$ <u>0</u>
Total	\$ <u>150,000.000*</u>	\$ <u>0</u>

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

* may be increased to \$200,250,000

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."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>0</u>	\$ <u>0</u>
Non-accredited Investors	_____	\$ _____
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.

	Type of Security	Dollar Amount Sold
Type of offering		
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	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ <u>10,000</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>20,000</u>
Accounting Fees	<input checked="" type="checkbox"/>	\$ <u>4,000</u>
Engineering Fees	<input checked="" type="checkbox"/>	\$ <u>20,000</u>
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ <u>13,500.000</u>
Other Expenses (identify) filing fees, miscellaneous operating and marketing costs	<input checked="" type="checkbox"/>	\$ <u>5,250.000</u>
Total	<input checked="" type="checkbox"/>	\$ <u>18,804.000</u>

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."

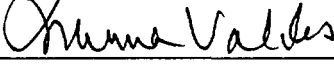
\$ 131,196,000

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

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	■	\$ <u>6,750,000</u>	□	\$ _____
Purchase of real estate	□	\$ _____	□	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	□	\$ _____	□	\$ _____
Construction or leasing of plant buildings and facilities.....	□	\$ _____	□	\$ _____
Acquisition of other business (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).....	□	\$ _____	□	\$ _____
Repayment of indebtedness.....	□	\$ _____	□	\$ _____
Working capital.....	□	\$ _____	□	\$ _____
Other (specify): to acquire interests in oil and gas properties, drilling and development costs	■	\$ _____	■	\$ <u>120,696,000</u>
 reserve for administrative overhead	■	\$ <u>3,750,000</u>	□	\$ _____
Column Totals.....	■	\$ <u>10,500,000</u>	■	\$ <u>120,696,000</u>
Total Payments Listed (column totals added).....			■	\$ <u>131,196,000</u>

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) Ridgewood Energy R Fund, LLC	Signature 	Date December 19, 2005
Name of Signer (Print or Type) Mirna Valdes	Title of Signer (Print or Type) Vice President of the Manager	

ATTENTION

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