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:

Estimated average burden hours per response

Prefix

Name of Offering (☐ ch	neck if this is an am	endment and name h	as changed, and i	ndicate chang	ge.)		
VGS Seismic Canada I	nc Private Pla	cement of Class A	Common Sha	res			
Filing Under (check box	(es) that apply):	☐ Rule 504	☐ Rule 505	🗵 Rul	le 506	☐ Section 4(6	6) 🗖 ULOE
	w Filing	☐ Amendment					
	Mariana Red	A BASIC ID	ENTIFICATIO	N DATA		的的。2013年11日,12	
 Enter the information re 	quested about the is	ssuer					
Name of Issuer (☐ chec	k if this is an amen	dment and name has	changed, and ind	icate change.	.)		
VGS Seismic Canada I	nc.						
Address of Executive Office			Code)		Telephor	ne Number (Inch	uding Area Code)
Suite 202, 1117-1 st St. S	W, Calgary, AB	T2R 0T9			(403) 20	63-6050	
Address of Principal Busin		mber and Street, City	, State, Zip Code)	Telephor	ne Number (Inch	uding Area Code)
(if different from Executive	: Offices)						
Brief Description of Busine	ess Currently a	shell company bu	t intended for	the creation	n, acquis	ition and licen	sing of seismic in
the oil and gas industry	7•	•					_
Type of Business Organiza	tion						PROCESSEI
⊠ corporation	☐ limited partne	ership, already forme	ed 🗆 c	ther (please s	specify):		FNUCESSE
☐ business trust	☐ limited partn	ership, to be formed					
			Month Ye	<u> </u>		,	R MOV 20 2006
Actual or Estimated Date o	f Incorporation or (Organization:	•0•6 • •9•	2 • ☒ Act	tual 🗆 🛚	Estimated 🔍	D
Jurisdiction of Incorporatio	n or Organization:	(Enter two-letter U.S	S. Postal Service	abbreviation:	for State:		THOMSON
		CN for Canada; I	N for foreign jui	isdiction)		• C• N•	FINANCIAL
CENEDAL INCEDITORS	ONC						

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

AS 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 and/or Managing Partner
Full name (Last name first, if individual)
Perfco Investments Ltd.
Business or Residence Address (Number and Street, City, State, Zip Code)
11 Prominence Pt. SW, Calgary, AB T3H 3E8
Check Box(es) that Apply:
Full name (Last name first, if individual)
Dawson Family Trust
Business or Residence Address (Number and Street, City, State, Zip Code)
11 Prominence Pt. SW, Calgary, AB T3H 3E8
Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual)
Dawson, Walter
Business or Residence Address (Number and Street, City, State, Zip Code)
Suite 202, 1117 - 1st St. SW, Calgary AB T2R 0T9
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full name (Last name first, if individual)
Richard White
Business or Residence Address (Number and Street, City, State, Zip Code)
19822 Timberwind Ln., Houston, Texas 77094, USA
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual)
Jack Eells
Business or Residence Address (Number and Street, City, State, Zip Code)
22 Sullivans Ct. Missouri City, Texas 77459, USA
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or Managing Partner
Full name (Last name first, if individual)
Steven Vasey
Business or Residence Address (Number and Street, City, State, Zip Code)
Suite 202, 1117 - 1 st St. SW, Calgary AB T2R 0T9
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full name (Last name first, if individual)
David Golding
Business or Residence Address (Number and Street, City, State, Zip Code)
Suite 202, 1117 - 1 st St. SW, Calgary AB T2R 0T9
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual)
Justin Burley Project of Residence Address Olymbor and Street City State 7in Code)
Business or Residence Address (Number and Street, City, State, Zip Code) 68 Highland Ave. Rewayton, CT, 06853 USA
68 Highland Ave., Rowayton, CT, 06853 USA Check Box(es) that Apply: ☑ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual)
Christine St. Clair
Business or Residence Address (Number and Street, City, State, Zip Code) Suite 202, 1117 - 1 st St. SW, Calgary AB T2R 0T9
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Full name (Last name first, if individual)	
	General and/or Managing Partner
Lisa Maric	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Suite 202, 1117 - 1 st St. SW, Calgary AB T2R 0T9	
Симом	General and/or Managing Partner
Full name (Last name first, if individual)	
Jeff Scott	
Business or Residence Address (Number and Street, City, State, Zip Code) 255, 999 8th St. SW, Calgary, AB T2R 1J5	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full name (Last name first, if individual)	ovitin ma or manging rainti
Scott Milroy	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Suite 202, 1117 - 1st St. SW, Calgary AB T2R 0T9	
	General and/or Managing Partner
Full name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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?	\$ п/a
	
2. December official accounts in intercepting of a simple small of	Yes No ⊠ □
Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly	
4. Enter the information requested for each person who has been or will be paid or given, directly commission or similar remuneration for solicitation of purchasers in connection with sales of securities	
a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and	vor with a state or
states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated	
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[N]] .	[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 ind	lividual)					•				
	•		,									
		j.										
Business	or Residence	Address (Number and	1 Street, Cit	ty, State, Zir	Code)						
Business	or Residence	e Address (Number and	1 Street, Cit	ty, State, Zip	Code)						
	or Residence			1 Street, Cit	ty, State, Zip	Code)						
Name of	Associated I	Broker or D	ealer			•						
Name of A	Associated I	Broker or D	ealer as Solicited	or Intends	to Solicit Pu	rchasers						**! S
Name of A	Associated I Which Person	Broker or D	ealer as Solicited individual	or Intends	to Solicit Pu	rchasers						All States
Name of A	Associated I	Broker or D	ealer as Solicited	or Intends	to Solicit Pu	rchasers	[DE]	[DC]	[FL]	[ĢA]		All States
Name of A	Associated I Which Person	Broker or D	ealer as Solicited individual	or Intends	to Solicit Pu	rchasers		[DC] [MA]	[FL] [MI]	[GA]		
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Full name	(Last name	e first, if inc	lividual)		• 10		· · · · · · · · · · · · · · · · · · ·					
		: L ,										
Business	or Residenc	e Address (Number and	d Street, Cit	y, State, Zip	Code)	,					
Name of a	Associated	Broker or D	ealer								<u>.</u>	
States in '	Which Perso	on Listed H	as Solicited	or Intends	to Solicit Pu	ırchasers						
•		.1	individual	•					••••••	•••••		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]
Full name	(Last name	e first, if inc	lividual)			<u></u>						
Business (or Residenc	e Address (Number and	1 Street, Cit	y, State, Zip	Code)						
Name of A	Associated l	Broker or D	ealer		,	·.				<u>.</u>		
States in V	Which Perso	on Listed H	as Solicited	or Intends	to Solicit Pu	ırchasers			-;	1		
(Chec	k "All State	s" 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]

(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

l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	C	Aggregate Offering Price	Aı	mount Already Sold
	Debt	\$	0	\$	0
	Equity	\$	2,970,000	\$	2,970,000
	□ Common □ Preferred			_	
	Convertible Securities (including warrants)	\$. 0	\$	0
	Partnership Interests	\$	0	\$	0
	Other (Specify)	\$	0	\$	0
	Total	\$	2,970,000	\$	2,970,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
			Number		ollar Amount
			Investors		of Purchasers
	Accredited Investors		3	<u>\$</u>	26,818
	Non-accredited Investors	_		<u>\$</u>	0
	Total (for filings under Rule 504 only)			<u>\$</u>	
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.		T		
	Type of offering		Type of Security		Sold
	Rule 505	_		\$	
	Regulation A	_		<u>\$</u>	
	Rule 504			\$	
	Total			<u>\$</u>	0.00
1 .	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$	
	Legal Fees			\$	
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			\$	
	Other Expenses (identify)			\$	
	Other Expenses (identify)			\$	
	Total			\$	

) F. a. 150	CO 1 TO 1	-					
		regate offering price given in response to Part C response to Part C - Question 4.a. This difference						•
						\$	2,	970,000
5.	for each of the purposes shown. If the amount check the box to the left of the estimated	ross proceeds to the issuer used or proposed to be use unit for any purpose is not known, furnish an estimate. The total of the payments listed must equal to in response to Part C - Question 4.b above.	ate					-
				Payments to Officers,				
	j.			Directors, & Affiliates				nents to hers
	Salaries and fees			\$	0_		\$	0
	Purchase of real estate			\$	0		\$	0
	Purchase, rental or leasing and installation o	f machinery and equipment		\$	0		\$	0
	Construction or leasing of plant buildings ar	d facilities		\$	0		\$	0
		ne value of securities involved in this offering that curities of another issuer pursuant to a merger)						
	ų.				0		<u>\$</u>	0
	Repayment of indebtedness				0		\$	0
	5 .			<u> </u>	0		\$	0
		dutions Inc. for redemption of preferred shares the arrangement of VGS Seismic Canada Inc		<u>\$</u>	0	X	\$	2,970,000
	i i			\$	0		\$	0
To	al Payments Listed (column totals added)					X	<u>\$</u>	2,970,000
All	monetary amounts are in Canadian dollar	·s.						
	nerson and the second	D. FEDERAL SIGNATURE	1994	WAR 25	i de			PALY JOBSON
sig	nature constitutes an undertaking by the issue	ed by the undersigned duly authorized person. If the r to furnish to the U.S. Securities and Exchange Conceredited investor pursuant to paragraph (b)(2) of R	mmiss	ion, upon writ				
	er (Print or Type)	10	Date	40.400				
	S Seismic Canada Inc. ne of Signer (Print or Type)	Title of Signer (Print or Type)	Octob	per 19, 2006				
	tt Milroy	Chief Financial Officer						

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

ATTENTION

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

	l'es	No
ny party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?		X
See Appendix, Column 5, for state response.		
· · · · · · · · · · · · · · · · · · ·	on Fo	rm D (17
e	any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? See Appendix, Column 5, for state response.	See Appendix, Column 5, for state response. e undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on For

- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understand that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

<u> </u>		·
Issuer (Print or Type)	Signature	Date
VGS Seismic Canada Inc.		October 19, 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Scott Milroy	Chief Financial Officer	

Instruction:

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

APPENDIX

1	:	2	3	. 4					5		
	to non-a	ed 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)				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		
AL											
AK											
AZ						<u></u>			_		
AR											
CA		Х	Common Shares at \$1.20 per share for proceeds of \$5,479.00	1	\$5,479.00	0			Х		
СО											
СТ								,			
DE											
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APPENDIX

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	to non-a	d 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)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
		**		Number of		Number of					
Ştate	Yes	No	,	Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No		
NE									<u>'</u>		
NV											
NH								<u> </u>			
NJ											
NM											
NY						-	·.				
NC							•	,	,		
ND	٠.							<u>-</u>			
OH	•										
OK							,				
OR				· •• •	•						
PA	,						,				
RI											
SC	-		ŧ .			-	•				
SD		•					· · · · · · · · · · · · · · · · · · ·				
TN			•								
TX		X	Common Shares at \$1.20 per share for proceeds of \$21,338.85	2	\$21,338.85	0			X		
UT				 ,							
VT											
VA											
WA			1								
w٧		!					·				
WI				,							
WY											
PR											