1408 680

SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

JUL 2 9 2007

FORM D

UNITED STATES

Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION PECEIVED

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005

Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix		Serial			
DAT	E RECEI	VED			

Pace Petroleum Partners IV, LP
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) Pace Petroleum Partners IV, LP
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code) 3878 Oak Lawn Avenue, Suite 350, Dallas, Texas 75219 (214) 214-522-8998
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) same
Brief Description of Business The Limited Partnership was formed to participate in a multi-well drilling program with various oil and gas operators.

Type of Business Organiz	ration
[] corporation [] business trust	[x] limited partnership, already formed [] other (please specify): [] limited partnership, to be formed
	Month Year
Actual or Estimated Date	of Incorporation or Organization: [0]5] [0]7] [X] Actual [] Estimated
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [T] [X]

GENERAL INSTRUCTIONS

Federal:

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

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice 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 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 in the notice constitutes a part of this notice and must be completed.

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:	[x] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [X] General and/or Managing Partner
Full Name (Last nam Pace Pe	e first, if individual) troleum Partners, LLC			
	ce Address (Number and Str Dak Lawn Avenue, Suite			
Check Box(es) [x that Apply:] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director Manager	[] General and/or Managing Partner
Full Name (Last nam Echols, Th	e first, if individual) nomas M., Jr.			
	ce Address (Number and Stro Dak Lawn Avenue, Suite		•	
Check Box(es) [x that Apply:] Promoter [] Beneficial Owner	[x] Executive Officer	[X] Director Manager	[] General and/or Managing Partner
Full Name (Last nam Smith, Rober				
	ce Address (Number and Str Dak Lawn Avenue, Suite			
Check Box(es) [x that Apply:] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director Manager	[] General and/or Managing Partner
Full Name (Last nam Stone, Joe C				
	ce Address (Number and Str Dak Lawn Avenue, Suite			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [) General and/or Managing Partner
Full Name (Last nam	e first, if individual)			

(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?													
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)												
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?						B. INFO	RMATIC	ON ABO	UT OFFE	RING			
2. What is the minimum investment that will be accepted from any individual?								,				is	
3. Does the offering permit joint ownership of a single unit?	2 \Wh:	at is the	minimu						_				\$ 100 000
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) N/A ("Issuer Sold") 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)							•		•			••••	Yes No
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)	persor the na persor	or age me of th	nt of a b	roker or er or dea	r dealer iler. If m	register	ed with t i five (5)	he SEC persons	and/or w to be list	ith a stat ted are a	e or state	es, list d	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full Na	ame (La					'')						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Busine	ess or R	esidenc	e Addre	ss (Nur	nber and	Street,	City, Sta	ate, Zip C	ode)	· 10 10 5		
(Check "All States" or check individual States)	Name	of Asso	ociated E	Broker o	r Deale	•							
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IN] [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 first, if individual) 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)	States	in Whic	ch Perso	on Lister	d Has S	olicited o	or Intend	s to Soli	cit Purch	asers	_		
[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 first, if individual) 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)	(Chec	k "All	States"	or chec	k indiv	idual S	tates)				[] All S	tates
[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) 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)	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[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) 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)	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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)													
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)	Full Na	ame (La	st name	e first, if	individu	al)					<u></u>		·
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Busine	ess or R	esidenc	e Addre	ess (Nur	nber and	Street,	City, Sta	ate, Zip C	ode)		<u> </u>	
(Check "All States" or check individual States) [] All States	Name	of Asso	ociated (Broker o	r Deale	r							
`										asers			~
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]	(Chec						•				[_	
	[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]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
ull N	ame (La	st name	first, if i	ndividua	3l)		· · · · · · · · · · · · · · · · · · ·					
Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)		*	.
 Name	of Asso	ciated E	Broker or	Dealer								
States	in Whic	h Perso	n Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers	•••		
(Chec	k "All	States"	or chec	k indivi	idual St	ates)	•••••	••		[] All S	tates
[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]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
								is offerin				
and the trathe contraction the	ne total a ansaction plumns b dy excha	mount an is an ellow the nged.	already s exchange	sold. Ent	ter "0" if g, check	answer i this box	s "none" and in	is offering or "zero dicate in change a	." If ind Ag	gregate		unt Already
and the trathe contraction alread	ne total a ansaction olumns b dy excha	mount an is an ellow the nged.	already s exchange e amoun	sold. Ent e offering its of the	ter "0" if g, check e securiti	answer i this box es offere	s "none" " and ine ed for exc	or "zero dicate in change a	." If and Ag Offe	ring Pric	е	Sold
and the trathe co the co alread	ne total a ansaction olumns b dy excha Type of S Debt	mount and is an elelow the nged.	already s exchange e amoun	sold. Enter offering the offeri	ter "0" if g, check e securiti	answer i this box es offere	s "none" " and in ed for exc	or "zero dicate in change a	." If and Ag Offe \$	ering Pric	e \$	Sold 0
and the trathe control of the contro	ne total a ansaction olumns b dy excha Type of S Debt	mount and is an elelow the nged.	already s exchange e amoun	sold. Enter offering the offeri	ter "0" if g, check e securiti	answer i this box es offere	s "none" " and in ed for exc	or "zero dicate in change a	." If and Ag Offe	ring Pric	е	Sold
and the track the considerate of	ne total a ansaction blumns b dy excha Type of S Debt Equity	mount an is an elow the nged. Gecurity	already s exchange e amoun] Con	sold. Enter offering the state of the state	ter "0" if g, check e securiti	answer i this box es offere	s "none" " and ined for exc	or "zero dicate in change a 	." If and Ag Offe \$	ering Pric	e \$	Sold 0
and the trache control the control to the control t	ne total a ansaction blumns b dy excha Type of S Debt Equity Convertib	mount and is an elow the nged. Security [ple Security in the nged in the nge	already sexchange amount amoun	sold. Enter offering the offeri	ter "0" if g, check e securiti	answer i this box es offere	s "none" " and ined for exc	or "zero dicate in change a 	." If and Ac Offe \$ \$	ering Price 0 0	e \$ \$	Sold 0 0
and the trathe coalread	ne total a ansaction blumns b dy excha Type of S Debt Equity Convertib Partnersl Other (Sp	mount an is an elow the nged. Security [ole Secunity	already sexchange e amoun	sold. Enter offering the sold of the sold	ter "0" if g, check e securiti	answer i this box es offere referred s)	s "none" " and in	or "zero dicate in change a 	." If and Ac Offe \$ \$	ering Price 0 0 0	e \$ \$	Sold 0 0
and the tra the co alread [E	ne total a ansaction blumns b dy excha Type of S Debt Equity Convertit Partnersl Other (S _I Total .	mount and is an elelow the electric security and electric security	already sexchange amoun] Comurities (intests	sold. Enter offering the sold of the sold	ter "0" if g, check e securiti [] P warrants	answer i this box es offere	s "none" " and ined for exc	or "zero dicate in change a 	." If and Ag Offe \$ \$ \$ \$ \$ \$	0 0 0 0	e \$ \$	Sold 0 0 0
and the tra the co alread	ne total a ansaction blumns b dy excha Type of S Debt Equity Convertit Partnersl Other (S _I Total .	mount and is an elelow the electric security and electric security	already sexchange amoun] Comurities (intests	sold. Enter offering the sold of the sold	ter "0" if g, check e securiti [] P warrants	answer i this box es offere referred s)	s "none" " and ined for exc	or "zero dicate in change a 	." If and Ag Offe \$ \$ \$ \$ \$ \$	0 0 0 0 0	e \$ \$ \$	Sold 0 0 0 0 0
and the trathe coalread	Type of Souther (Sport Inc.) Convertible Total	mount and is an eleow the elow the nged. Security Cole Secution Interpectify Courage also courities in estables. For one payer purities in the eleon and	already sexchange exchange exc	e offering and ifering arounder Recurition	ter "0" if g, check e securiti [] P warrants] non-acound the again to the again	answer in this box es offered solutions and the thickness of thickne	s "none" and inded for exceeding the following the following the following attention and the following attention and the following the following the following the following attention and the following the followi	or "zero dicate in change a DE. s who mounts of har amou	." If AQ Offe \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0	e \$ \$ \$	Sold 0 0 0 0 0
and the trathe coalread	Type of Souther (Sport Inc.) Convertible Total	mount and is an eleow the elow the nged. Security Cole Secution Interpectify Courage also courities in estables. For one payer purities in the eleon and	already sexchange exchange exc	e offering and ifering arounder Recurition	ter "0" if g, check e securiti [] P warrants] non-acound the again to the again	answer in this box es offered solutions and the thickness of thickne	s "none" and inded for exceeding the following the following the following attention and the following attention and the following the following the following the following attention and the following the followi	or "zero dicate in change a DE. s who mounts c nber of	\$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	e	Sold 0 0 0 0 0 0 0 0 cegate r Amount
and the track the collaboration of the collaboratio	Type of Spett Convertible Total Convertible Total Answer the nuased secondary	mount and is an eleow the elow the nged. Security Cole Secution in the pecify Mere also is a securities in estimated and eleo eleo eleo eleo eleo eleo eleo ele	already sexchange exchange exchange exchange exchange exchange from the soft of the total	andix, Co ited and fering ar under R securitic lines. E	ter "0" if g, check e securiti [] P warrants]. lumn 3, in lumn	answer in this box es offered solutions and the credited gregate indicate aggre if answer in this box and the	s "none" and inded for exceeding the num gate dollar is "none in the num gate dollar is "none	or "zero dicate in change a DE. s who mounts c hber of lar amou e" or zero	\$ \$ \$ \$ \$ \$ f of	0 0 0 0 000,000 0 000,000	e \$\$\$\$\$ Aggre Dollar of Pu	Sold 0 0 0 0 0 0 0 0 cegate r Amount
and the trathe coalread	Type of Spectrum Convertible Convertible Convertible Convertible Convertible Convertible Answ Ser the number sed second ased s	mount and is an elelow the elow the nged. Security Cole Security	already sexchange exchange exchange exchange exchange exchange exchange in Apper fraccred in this of offerings rchased the total exchange	asold. Enter offering and under Recurition in Eluding.	ter "0" if g, check e securiti [] P warrants]. lumn 3, i non-acond the acond the acond the acond the security es and the acond the a	answer in this box es offered solutions and the thickness of thickne	s "none" and inded for exceeding the num gate dollar is "none in the num gate dollar is "none	or "zero dicate in change a ch	\$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	e	Sold 0 0 0 0 0 0 0 0 cegate r Amount

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 <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dolla Sold	ar Amount
Rule 505	0	\$	0
Regulation A	0	\$	0
Rule 504	0	\$	0
Total	0	\$	0

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	[x] \$ <u> </u>
Printing and Engraving Costs	[x]\$ <u> </u>
Legal Fees	[x] \$0
Accounting Fees	[x]\$ <u> </u>
Engineering Fees	[x] \$ <u> </u>
Sales Commissions (specify finders' fees separately)	[x]\$ <u> </u>
Other Expenses (identify)	(x)\$ <u> </u>
Total	[x]\$ <u> 0 </u>

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."

\$<u>2,000,000</u>

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.

	Officers, Payments Directors, & To Affiliates Others
Salaries and fees	[x] [x] \$ <u>0</u> \$ <u>100,000</u>
Purchase of real estate	[x] [x] \$ 0 \$ 0
Purchase, rental or leasing and installation of machinery and equipment	[x] [x] \$ 0 \$ 0
Construction or leasing of plant buildings and facilities	[x] [x] \$ 0 \$ 0
Acquisition of other businesses (including the value of	[x] [x]

Payments to

Total Full Listed (Solution total of dutos)	ι,	A) <u>42,030,000</u>
Total Payments Listed (column totals added)	<u></u> -	x] \$2,000,000
Column Totals	[x] \$ 0	[x] \$ 1,900,000
Drilling Program Costs \$1,900,000	[x] \$ <u> </u>	[x] \$ <u>1,900,000</u>
Other (specify):	[x] \$ <u> 0 </u>	[x] \$ 0
Working capital	[x] \$ <u> </u>	[x] \$ <u>0</u>
Repayment of indebtedness	[x] \$ <u> 0 </u>	[x] \$ <u> </u>
securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$ <u> 0 </u>	<u> \$ 0 </u>

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.

Signature	7-2-07
Title of Signer (Print or Type)
Robert B. Smith, Manager	
	Title of Signer (Print or Type

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [x]"
See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

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

Signature	Date 7-2-07			
Title of Signer (Print or Type)				
Robert B. Smith, Manager				
	Title of Signer (Print or Type)			

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	
	Intend to sell to non-accredited investors in State (Part B-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		-	
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL		İ							
AK		<u> </u>							
AZ	×		\$2,000,000 Limited Partnership	0	0	0	0		x
AR									
CA									
СО									
СТ									
DE									
DC									

FL									
GA									
		[[<u> </u>		<u> </u>	1	<u> </u>	
5 I				<u> </u>					
ıD.		I							
IL		<u> </u>							
IN									
IA		<u> </u>			-				
KS		<u> </u>					<u> </u>		
KY			····	<u> </u>		[
LA									
ME									
MD		ļ				<u> </u>		<u> </u>	
MA		<u> </u>							
МІ									
MN	·	<u> </u>							
MS									
МО		<u> </u>					<u> </u>		
MT									
NE									
ΝV									
NH							}		
NJ									
NM									
NY	Х		"	0	0	0	0		Х
NC		Ì		Ì					
ND		<u> </u>					ĺ		
ОН		<u> </u>				Ì			
ОК		1			1		<u> </u>		
OR		Ì		<u> </u>			Ì	Ì	
PA	<u> </u>	<u> </u>			İ		İ		
RI					İ		<u> </u>		
SC	<u> </u>	<u> </u>	İ		<u> </u>	Ť	Ì —	i	Î
SD	İ	i 	7				†	Ì	
TN	İ	† — —			<u> </u>		İ	İ	İ
TX	X	† ·	11	0	l o	0	0	 	Х
UT	<u> </u>	1			 		<u> </u>	1	1
VT		 		 	<u> </u>	 	 	<u> </u>	T
VA		 					Ì	† — —	
WA		├──	<u> </u>		` 		†	<u> </u>	<u> </u>
W	I	 			<u> </u>		 	1	
WI	<u> </u>	1			 		 	1	
WY	<u> </u>	 			<u> </u>]	1	 	
PR	1	 		 	 	 	 		
1.17	<u>L.</u> .	1			<u> </u>	<u></u>	1	1	1

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002

