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AUG 0 1 2007

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 ORM LIMITED OFFERING EXEMPTION

OMB APPROVAL				
OMB Number:	3235-0076			
Expires:				
Estimated average	burden			
hours par response	1600			

SEC U	SE ONLY
Prefix	Serial
DATE P	ECEIVED
1	1

185 485 UNIFORM LIMITED OFFERING EXEM	PITON
Name of Offering Check if this is an amendment and name has changed, and indicate change.)	
2007-B Two Well Drilling Program, L.P.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	□ ULOE
Type of Filing:	
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.)	
2007-B Two Well Drilling Program, L.P.	07073840
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telebuone tanuoci (merenii :e)
632 Adams Street, Suite 700, Bowling Green, KY 42101	(270) 842-2421
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Oil & Gas Drilling Venture	
	PROCESSED
Type of Business Organization	
	please specify): AUG 0 2 2007
business trust limited partnership, to be formed	AUD U 2 2007
Month Year	THOMSON
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	
CN for Canada; FN for other foreign jurisdiction)	
CENTED AT INCOMPLICATION	

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 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 predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer Director General and/or Promoter Managing Partner Full Name (Last name first, if individual) Burr, Robert D. Business or Residence Address (Number and Street, City, State, Zip Code) 632 Adams Street, Suite 700, Bowling Green, KY 42101 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Shea, Gregory B. Business or Residence Address (Number and Street, City, State, Zip Code) 632 Adams Street, Suite 700, Bowling Green, KY 42101 Promoter Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Peters, Harry J. Business or Residence Address (Number and Street, City, State, Zip Code) 632 Adams Street, Suite 700, Bowling Green, KY 42101 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Blue Ridge Group, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 632 Adams Street, Suite 700, Bowling Green, KY 42101 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Beneficial Owner Executive Officer Director Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					B. 17	NFORMAT	ION ABOU	T OFFERI	NG				
_	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No		
1.	Answer also in Appendix, Column 2, if filing under ULOE.										Z		
2.											s 5,0	00.00	
	what is the infilition investment that will be accepted from any individual?										Yes	No	
3.			permit joins									K	
4.	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)												
Full	l Name (l	Last name	first, if indi	ividual)									
Bus	iness or	Residence	Address (N	umber and	Street, Ci	ity, State, Z	(ip Code)		•• •				
			Westport, C		, 								
		sociated Br oital Group	oker or Dea	aler									
_			Listed Has	Solicited	or Intends	to Solicit	Purchasers						
			" or check						****************	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			l States
	AL	AK	ĄZ	A/R	C/A	(20)	O T	DE	DC	EL.	GA	HI	
	V	DX	Ā	KS	K/Y	Ā	ME	MD	M/A	MI	MN	MS	MO
	MT	NE	NV	MH	M I	NM.	NAY .	NC	ND	QH)	QX.	QR	PA.
	PI	[<u>\$C</u>]	SD	TAN	TX	UT	[VT]	V A	WA	WV	<u>w</u> ı	WY	PR
Ful	Full Name (Last name first, if individual)												
Bus	iness or	Residence	Address (N	Number an	d Street, C	City, State, 2	Zip Code)	•			. <u>.</u>		
		* . I.D.		<u> </u>									
Nar	ne oi Ass	ociated Br	oker or Dea	aier									
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers	-					
	(Check	"All States	or check	individual	States)		*************		•••••		***************************************	☐ AI	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ĪD
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH)	OK WI	OR WY	PA PR
Enl			first, if indi										
ı uı	i Name (i	Last Haine	11151, 11 11101	(Viduar)									
Bus	iness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)						
Nar	ne of Ass	sociated Br	oker or Dea	aler	-		 						
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)		***************************************		***************	••••••••		☐ Al	1 States
	AL	AK	ΑZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
		IN NE	ĪA	KS	KY	LA	ME)	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	TX	NM UT	NY VT	NC]	ND WA	OH WV	OK WI	OR WY	PA PR

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

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		A A
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	s	s
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	7,350,000.00	
	Other (Specify)	5	\$
	Total		
	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."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE.		J
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 C. O. C	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$ \$ 0.00
	Total	-	\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	Z	\$_74,235.00
	Accounting Fees		S
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	[2]	\$_1,113,525.00
	Other Expenses (identify)		\$
			£ 1 187 760 00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPEN	NSES AND USE OF PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to I and total expenses furnished in response to Part C — Question 4.a. This difference i proceeds to the issuer."	is the "adjusted gross	\$6,162,240.00
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proceach of the purposes shown. If the amount for any purpose is not known, furn check the box to the left of the estimate. The total of the payments listed must equipoceeds to the issuer set forth in response to Part C — Question 4.b above.	nish an estimate and	
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	🗀 \$. 🗆 \$
	Purchase of real estate	\$	
	Purchase, rental or leasing and installation of machinery and equipment	S	. 🗆 \$
	Construction or leasing of plant buildings and facilities		_
	Acquisition of other businesses (including the value of securities involved in the 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): Acquire interest in two Oil and Gas Wells		
	Canal (appearly).		
		[S	. 🗆 \$
	Column Totals		0.00
	Total Payments Listed (column totals added)	_	162,240.00
	D. FEDERAL SIGNATU	JRE .	
igi	ne issuer has duly caused this notice to be signed by the undersigned duly authorized gnature constitutes an undertaking by the issuer to furnish to the J.S. Securities and information furnished by the issuer to any non-accredited investor pursuant to p	d Exchange Commission, upon writte	nle 505, the following on request of its staff,
SSI	suer (Print or Type) Signature	Date	
20	007-B Two Well Drilling Program, L.P.	7/27/07	
Vai	ume of Signer (Print or Type) Title of Signer (Print or Ty	pe)	
	bert D. Burr Blue Ridge Group, Inc., Ma	• '	

- ATTENTION -

L		E. STATE SIGNATURE							
1.		presently subject to any of the disqualification Yes No							
	Se	e 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 t issuer to offerees.								
4.	limited Offering Exemption (ULOE) of the	issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform state in which this notice is filed and understands that the issuer claiming the availability shing that these conditions have been satisfied.							
	ner has read this notification and knows the cor thorized person.	stents to be true and has duly caused this notice to be signed on its behalf by the undersigned							
Issuer (Print or Type)	Signartyre Date							
2007-В	Two Well Drilling Program, L.P.	1 7/27/07							
Name (I	Print or Type)	Title (Print or Type)							
Robert	D. Burr	Blue Ridge Group, Inc., Managing General Partner							

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.

4 2 3 İ Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price Type of investor and explanation of to non-accredited investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors **Investors** Yes No State **Amount** Amount ΑL ΑK ΑZ X X × AR × $\mathsf{C}\mathsf{A}$ X × CO X × CTX × DE DC X FL X x × GA HI X ID × X IL X IN × × X X IΑ X KS X KY X X LA X × ME x × MD × X MA × X MI X MN X MS × ×

APPENDIX

1 2 3 4 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach Type of investor and explanation of to non-accredited offering price waiver granted) amount purchased in State investors in State offered in state (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited Yes No Yes No **Investors** Investors Amount State Amount X MO X MT × × NE × X X NV × NH NJ × X NM X X NY × × NC × x X × ND X X OH OK X × × L.P.I. \$7,350,000 OR × L.P.I. \$7,350,000 PA × × RI SC × × SD × X TN X × TX × × UT VT VA× X × WA × X WV × WI × ×

APPENDIX

	APPENDIX									
1		2	3		4					
	to non-a	I to sell accredited is in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Accredited Non-Accredited				lification ate ULOE , attach ation of granted) -Item 1)	
State	Yes	No		Number of Accredited Investors					No	
WY										
PR										

