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

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OMB	APPROV	JΔI	

OMB Number:

3235-0076

Expires:

April 30, 2008

Estimated average burden

hours per response

16.00

SEC USE ONLY				
Prefix	Serial			
DATI	E RECEIVED			
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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 seg. 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 the 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.

		A. BASIC IDEN	HEICATION DATA					
	r of the issuer, if	the issuer has been or			beneficial owner having the securities of the issuer;			
 Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and 								
 Each general a 	and managing p	artnership of partnershi	ip issuers.					
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if inc Harpswell Capital Manage	•							
Business or Residence Address 771 East Lancaster Ave., S	,	r and Street, City, State, Z nova, PA 19085	ip Code)					
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner		☐ Director	General and/or Managing Partner			
Full Name (Last name first, if in Moore, John	dividual)		•					
Business or Residence Address c/o Harpswell Capital Man		r and Street, City, State, Z 771 East Lancaster A		va, PA 19085				
Check Box(es) that Apply:	☐ Promoter		Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (Last name first, if in GenCorp. Foundation	dividual)							
Business or Residence Address P.O. Box 537012, Sacrame		r and Street, City, State, Z -7012	ip Code)					
Check Box(es) that Apply:	☐ Promoter		☐ Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if inc National Football League I	•							
Business or Residence Address 1133 20 th St., Washington,	Number (Number D.C. 20036	and Street, City, State, Z	ip Code)					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if inc	dividuał)							
Business or Residence Address	(Number	and Street, City, State. Z	ip Code)					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (Last name first, if ind	dividual)							
Business or Residence Address	(Number	and Street, City, State, Zi	ip Code)	·				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if inc	dividua!)							
Business or Residence Address	(Number	and Street, City, State, Zi	ip Code)		,			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if inc	dividual)		. =.					
Business or Residence Address	(Number	and Street, City, State, Zi	ip Code)		 			
	(Use blank sh	neet, or copy and use addi	tional copies of this sheet,	as necessary.)				
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	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 67					
	Answer also in Appendix, Column 2, if filing under ULOE.							
2.	· · · · · · · · · · · · · · · · · · ·							
3.								
3. 4.	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 or indirectly, any	\boxtimes						
٦.	commission or similar remuneration for solicitation of purchases 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.							
Ful N/A	l Name (Last name first, if individual)							
Bus	siness or Residence Address (Number and Street, City. State, Zip Code)							
 Nar	me of Associated Broker or Dealer							
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers leck "All States" or check individual States)	☐ All St	tatos					
[AL]	☐ [AK] ☐ [AZ] ☐ [AR] ☐ [CA] ☐ [CO] ☐ [CT] ☐ [DE] ☐ [DC] ☐ [FI] ☐ [GA] ☐ [H	1]	{ID} 🔲					
[IL] [MT] [RI]		R] 🗌	(MO) (PA) (PR)					
	□ [SC] □ [SD] □ [TN] □ [TX] □ [UT] □ [VT] □ [VA] □ [WA] □ [WV] □ [WI] □ [W I Name (Last name first, if individual)	<u> 71 LJ</u>	[PR] 🗌					
	in and Decidence Address (Newsbarred Charles City Carles 71 Conde)							
	siness or Residence Address (Number and Street, City, State, Zip Code)							
Nar	ne of Associated Broker or Dealer							
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers							
(Ch [AL]	eck "All States" or check individual States)	☐ All St II ☐	ates					
[IL] [MT]	\square [IN] \square {IA] \square {KS} \square [KY] \square [LA] \square [ME] \square [MD] \square [MA] \square [MI] \square [MN] \square [M	S] 🔲	[MO] ☐ [PA] ☐					
(RI) Full	☐ [SC] ☐ [SD] ☐ [TN] ☐ [TX] ☐ [UT] ☐ [VT] ☐ [VA] ☐ [WA] ☐ [WV] ☐ [WI] ☐ [W I Name (Last name first, if individual)		[PR] 🔲					
	The Name (Least Hother Hot, II Marviolar)							
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)							
Nar	ne of Associated Broker or Dealer							
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers eck "All States" or check individual States)	☐ All St	atas					
[AL]] 🗆	[ID] 🔲					
[IL] (MT) [RI]		R] 🗌	[MO] [] [PA] [] [PR] []					
[RI]		Ϋ́ Ε΄	(PR)					

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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 \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate **Amount Already** Type of Security Offering Price Sold Debt \$0 \$0 Equity <u>\$0</u> \$<u>0</u> ☐ Common Preferred Convertible Securities (including warrants) \$0 \$0 Partnership Interests \$1,400,000 \$1,400,000 Other (Specify ______) \$0 Total \$1,400,000 \$1,400,000 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in Aggregate this offering and the aggregate dollar amounts of their purchases. For offerings under Rule Number of Dollar Amount 504, indicate the number of persons who have purchased securities and the aggregate dollar Investors of Purchases amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." \$1,400,000 Accredited Investors 2 Non-accredited Investors 0 \$0 Total (for filing under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of offering Security Sold Rule 505..... Regulation A..... Rule 504..... Total..... 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.		\$ <u>0</u>
Printing and Engraving Costs.		
Legal Fees.	🛛	\$10,000
Accounting Fees.		\$ <u>0</u>
Engineering Fees.		\$ <u>0</u>
Sales Commissions (specify finders' fees separately)		\$ <u>0</u>
Other Expenses (identify)		\$ <u>0</u>
Total	⊠	\$ <u>10,000</u>
Enter the difference between the aggregate offering price given in response to Part C-		

iter 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."

\$1,390,000

CE, NUMBER OF IN	VESTORS, EXPENSES AND	USE OF	PROCEEDS		
If the amount for any of the estimate. The	y purpose is not known, furnis total of the payments listed m	h an iust			
		•	Payments to Officers, Directors, & Affiliates	Payments To Others	
		🗆 \$	<u>0</u>	□ \$ <u>0</u>	
······································		🗆 \$	<u>0</u>	□ \$ <u>0</u>	
stallation of machine	ry and equipment	🗆 \$	<u>0</u>	□ \$0	
uding the value of se	curities involved in this offerin	g	<u>0</u>	□ \$ <u>0</u>	
			<u>o</u>	□ \$ <u>0</u>	
Repayment of indebtedness					
		🗆 \$	Ō	□ \$ <u>0</u>	
curities		🗆 \$	<u>0</u>	∑ \$ <u>1,390,000</u>	
***************************************		🗆 \$	<u>0</u>	⋈ \$ <u>1,390,000</u>	
tals added)			⊠ \$ <u>1,390,</u>	000	
D. FED	ERAL SIGNATURE				
ing by the issuer to fu	irnish to the U.S. Securities a	nd Excha	inge Commissio	n, upon written	
Signature					
6	M		· * & =	• • •	
· ·	,, ,	LLC, its	General Partne	er	
		s. (See 1	8 U.S.C. 1001.)		
	sted gross proceeds to lif the amount for any of the estimate. The the issuer set forth in the issuer securities. D. FEDINGE signed by the under sing by the issuer to any signature Title of Signer (Promanager of Harp	sted gross proceeds to the issuer used or proposed if the amount for any purpose is not known, furnis of the estimate. The total of the payments listed in the issuer set forth in response to Part. C. Questic distance of the issuer set forth in response to Part. C. Questic distance of the issuer set forth in response to Part. C. Questic distance of the issuer set forth in response to Part. C. Questic distance of the issuer pursuant distance of the assets or securities involved in this offering the assets or securities of another issuer pursuant distance of the assets or securities of another issuer pursuant distance of the assets of another issuer pursuant distance of another issuer	sted gross proceeds to the issuer used or proposed to be If the amount for any purpose is not known, furnish an of the estimate. The total of the payments listed must the issuer set forth in response to Part. C. Question 4.b. Statallation of machinery and equipment	If the amount for any purpose is not known, furnish an of the estimate. The total of the payments listed must the issuer set forth in response to Part C- Question 4.b. Payments to Officers, Directors, & Affiliates \$0	

		E. \$	STATE SIGNATURE						
1.	Is any party described in 17 CF provisions of such rule?	FR 230.252(c), (d), (e)	30.252(c), (d), (e) or (f) presently subject to any disqualification			No ⊠			
		See Appendix, (Column 5, for state res	sponse.					
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on 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.								
5.	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.								
Issuer	(Print or Type)	Signature		Date	. ~				
Harpswell Capital Partners, LP		J.	[1.5]		: Q =	<u> </u>			
Name	of Signer (Print or Type)	Title of Signer (Print or Type)						

Manager of Harpswell Capital Management, LLC, its General Partner

Instruction:

John P. Moore

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.

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A	P	P	Ε	N	D	ΙX	

1	Intend to r accre	to sell non- edited s in State Item1)	3 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)				Disqual under Sta (if yes, explana	ate ULOE attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL					ranounc				
AK			·				-		
AZ							5.		
AR			-						
СА		\boxtimes	Limited partnership interests - \$400,000	1	\$400,000	0	0		\boxtimes
СО									
СТ									
DE									
DC		\boxtimes	Limited partnership interests - \$1,000,000	1	\$1,000,000	0	0		⊠
FL									
GA									
н									
ID									
IL									
IN									
1A									
KS					•		•		
KY									
LA									
ME									
MD									
MΑ									
MI									
MN									
MS									
MO									

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APPENDIX

1	to accr inves St	2 d to sell non- edited stors in late 3-ltem1)	3 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)					ification ate ULOE attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
МТ									
NE									
NV									
NH									
NJ			**************************************						
NM						,			
NY									
NC									
ND									
ОН									
ОК									
OR									
PA									
RI									
sc									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
w∨									
WI									
WY						EVID			
PR									
Other									

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