

# SECURITIES AND EXCHANGE COMMISSION

## FORM D

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.

Filing Date: **2013-01-28**  
SEC Accession No. [0001409680-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### Millrock Resources Inc

CIK: [1409680](#) | IRS No.: **000000000** | State of Incorpor.: **A1**  
Type: **D** | Act: **33** | File No.: [021-190891](#) | Film No.: **13551618**

Mailing Address	Business Address
750 WORLD TRADE CENTER	750 WORLD TRADE CENTER
999 CANADA PLACE	999 CANADA PLACE
VANCOUVER A1 V6C 3E1	VANCOUVER A1 V6C 3E1
	604-638-8063

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001409680](#) Previous Name(s)  None Entity Type  
[First Factor Developments Inc](#)  Corporation  
Name of Issuer [Millrock Resources Inc](#)  Limited Partnership  
Jurisdiction of Incorporation/  Limited Liability Company  
Organization [BRITISH COLUMBIA, CANADA](#)  General Partnership  
Year of Incorporation/Organization  Business Trust  
 Over Five Years Ago  Other  
 Within Last Five Years (Specify Year)  
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Millrock Resources Inc](#)  
Street Address 1 [750 World Trade Center](#) Street Address 2 [999 Canada Place](#)  
City [Vancouver](#) State/Province/Country [BRITISH COLUMBIA, CANADA](#) ZIP/Postal Code [V6C 3E1](#) Phone No. of Issuer [604-638-8063](#)

3. Related Persons

Last Name	First Name	Middle Name
<a href="#">Cardey</a>	<a href="#">Darryl</a>	
Street Address 1 <a href="#">789 West Pender Street</a>	Street Address 2 <a href="#">Suite 800</a>	
City <a href="#">Vancouver</a>	State/Province/Country <a href="#">BRITISH COLUMBIA, CANADA</a>	ZIP/Postal Code <a href="#">V6C 1H2</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<a href="#">Beischer</a>	<a href="#">Gregory</a>	
Street Address 1 <a href="#">3720 Gunwale Court</a>	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

Anchorage

ALASKA

99516

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Hawley	Charles	
Street Address 1 11401 Olive Lane	Street Address 2	
City Anchorage	State/Province/Country ALASKA	ZIP/Postal Code 99515

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Davies	Janice	
Street Address 1 2-230 Keith Road East	Street Address 2	
City North Vancouver	State/Province/Country BRITISH COLUMBIA, CANADA	ZIP/Postal Code V7L 1V5

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Butler	Roland	
Street Address 1 117 Main Street	Street Address 2 General Delivery	
City Laurenceton	State/Province/Country NEWFOUNDLAND, CANADA	ZIP/Postal Code A0G 2Z0

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Cooper	Larry	J.
Street Address 1 14727 Park Hills Circle	Street Address 2	
City Anchorage	State/Province/Country ALASKA	ZIP/Postal Code 99514

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: Volkert  
First Name: David  
Middle Name:  
Street Address 1: 1160 - 1040 West Georgia Street  
Street Address 2:  
City: Vancouver  
State/Province/Country: BRITISH COLUMBIA, CANADA  
ZIP/Postal Code: V6E 4H1

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name: Chilibeck  
First Name: Peter  
Middle Name:  
Street Address 1: 22 Ellen Street  
Street Address 2:  
City: Mississauga  
State/Province/Country: ONTARIO, CANADA  
ZIP/Postal Code: L5M 1S1

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name: Whicker  
First Name: Sarah  
Middle Name:  
Street Address 1: 1208 E Street  
Street Address 2:  
City: Anchorage  
State/Province/Country: ALASKA  
ZIP/Postal Code: 99501

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name: St. George  
First Name: Phil  
Middle Name:  
Street Address 1: 17543 Toakoana Drive  
Street Address 2:  
City: Eagle River  
State/Province/Country: ALASKA  
ZIP/Postal Code: 99577

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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#### 4. Industry Group

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- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
  - Other Banking & Financial Services
- Business Services
- Energy
  - Coal Mining
  - Electric Utilities
  - Energy Conservation
  - Environmental Services
  - Oil & Gas
  - Other Energy
- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Manufacturing
- Real Estate
  - Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

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#### 5. Issuer Size

- | Revenue Range   | Aggregate Net Asset Value Range                       |
|---|---|
| <input type="checkbox"/> No Revenues<br>\$1 - \$1,000,000 | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000        | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000       | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000     | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> Over \$100,000,000               | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose   | <input type="checkbox"/> Over \$100,000,000           |
| <input type="checkbox"/> Not Applicable                   | <input type="checkbox"/> Decline to Disclose          |
|   | <input type="checkbox"/> Not Applicable               |

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#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)
  - Section 3(c)(1)
  - Section 3(c)(2)
  - Section 3(c)(3)
  - Section 3(c)(4)
  - Section 3(c)(5)
  - Section 3(c)(6)
  - Section 3(c)(7)
  - Section 3(c)(9)
  - Section 3(c)(10)
  - Section 3(c)(11)
  - Section 3(c)(12)
  - Section 3(c)(13)
  - Section 3(c)(14)

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#### 7. Type of Filing

- New Notice Date of First Sale [2013-01-18](#)
- First Sale Yet to Occur

Amendment

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### 8. Duration of Offering

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Does the Issuer intend this offering to last more than one year?  Yes  No

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### 9. Type(s) of Securities Offered (select all that apply)

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- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

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### 10. Business Combination Transaction

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Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

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### 11. Minimum Investment

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Minimum investment accepted from any outside investor \$ 0 USD

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### 12. Sales Compensation

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Recipient	Recipient CRD Number <input type="checkbox"/> None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

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### 13. Offering and Sales Amounts

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Total Offering Amount \$ 10,716 USD or  Indefinite

Total Amount Sold \$ 10,716 USD

Total Remaining to be Sold \$ 0 USD or  Indefinite

Clarification of Response (if Necessary)

On 1/28/2013 CAN \$10,800 = \$10,716 (conversion based on Bank of Canada "nominal rates.")

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### 14. Investors

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- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD  Estimate

Finders' Fees \$ 0 USD  Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD  Estimate

Clarification of Response (if Necessary)

## Signature and Submission

**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Millrock Resources Inc	/s/ Janice Davies	Janice Davies	Corporate Secretary	2013-01-28

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

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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