The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 **FORM D**

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity			
CIK (Filer ID Number)	Previous	None	Entity Type
	Names	Ш	_
0000882291	BISHOP EQU	JITIES INC	X Corporation
Name of Issuer AETHLON MEDICAL INC			Limited Partnership
Jurisdiction of Incorporation/Organi	zation		Limited Liability Company
NEVADA	zauon		General Partnership
Year of Incorporation/Organization			Business Trust
X Over Five Years Ago			片
Within Last Five Years (Specify	Year)		Other (Specify)
H	1 001)		
Yet to Be Formed			
2. Principal Place of Business an	d Contact Information		
Name of Issuer			
AETHLON MEDICAL INC			
Street Address 1		Street Address 2	
8910 UNIVERSITY CENTER LANE	E, SUITE 660		
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
SAN DIEGO	CALIFORNIA	92122	858-459-7800
3. Related Persons			
Last Name	First Name		Middle Name
Joyce	James		A.
Street Address 1	Street Address 2		
8910 UNIVERSITY CENTER LANG	E, SUITE		
660			
City	State/Province/Cou	ıntry	ZIP/PostalCode
SAN DIEGO	CALIFORNIA		92122
Relationship: X Executive Officer	Director Promoter		
Clarification of Response (if Necess	eary):		
Last Name	First Name		Middle Name
Tullis	Richard		H.
Street Address 1	Street Address 2		
8910 UNIVERSITY CENTER LANE 660	E, SUITE		
City	State/Province/Cou	untry	ZIP/PostalCode
SAN DIEGO	CALIFORNIA		92122
Relationship: X Executive Officer	Director Promoter		
Clarification of Response (if Necess	sary):		
Last Name	First Name		Middle Name
Barry, Jr.	Franklyn		S.
Street Address 1	Street Address 2		

8910 UNIVERSITY CENTER LANE, SUITE 660		
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92122
Relationship: Executive Officer X Director	Promoter	
Clarification of Response (if Necessary):		
Last Name Broenniman	First Name Edward	Middle Name G.
Street Address 1 8910 UNIVERSITY CENTER LANE, SUITE 660	Street Address 2	
City SAN DIEGO Relationship: Executive Officer X Director	State/Province/Country CALIFORNIA Promoter	ZIP/PostalCode 92122
Clarification of Response (if Necessary):	_	
Last Name Kenley Street Address 1 8910 UNIVERSITY CENTER LANE, SUITE 660	First Name Rodney Street Address 2	Middle Name
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92122
Relationship: X Executive Officer X Director	Promoter	
Clarification of Response (if Necessary):		
4. Industry Group		
	Llaalth Cara	П
Agriculture	Health Care	Retailing
Agriculture Banking & Financial Services	X Biotechnology	
		Restaurants
Banking & Financial Services	X Biotechnology Health Insurance	Restaurants Technology
Banking & Financial Services Commercial Banking	Biotechnology Health Insurance Hospitals & Physicians	Restaurants Technology Computers
Banking & Financial Services Commercial Banking Insurance	Biotechnology	Restaurants Technology Computers Telecommunications
Banking & Financial Services Commercial Banking Insurance Investing	X Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care	Restaurants Technology Computers Telecommunications Other Technology
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under	Biotechnology	Restaurants Technology Computers Telecommunications Other Technology Travel
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as	X Biotechnology	Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company	X Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate	Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940?	X Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction	Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No	X Biotechnology	Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment Company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services Energy	X Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction REITS & Finance Residential	Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services	X Biotechnology	Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment Company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services Energy	X Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction REITS & Finance Residential	Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services Energy Coal Mining Electric Utilities	X Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction REITS & Finance Residential	Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel

5. Issuer Size

Revenue Range OR	Aggregate Net Asset	√alue Range			
X No Revenues	No Aggregate Net	Asset Value			
\$1 - \$1,000,000	\$1 - \$5,000,000				
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,0	00,000			
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,	000,000			
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100	,000,000			
Over \$100,000,000	Over \$100,000,000				
Decline to Disclose	Decline to Disclose				
Not Applicable	Not Applicable				
6. Federal Exemption(s) and Exclusion	n(s) Claimed (select all that apply)				
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505				
Rule 504 (b)(1)(i)	X Rule 506				
Rule 504 (b)(1)(ii)	Securities Act Se	ction 4(5)			
Rule 504 (b)(1)(iii)	Investment Comp	pany Act Section 3(c)			
	Section 3(c)(1)	Section 3(c)(9)			
	Section 3(c)(2)	Section 3(c)(10)			
	Section 3(c)(3)	Section 3(c)(11)			
	Section 3(c)(4)	Section 3(c)(12)			
	Section 3(c)(5)	Section 3(c)(13)			
	Section 3(c)(6)	Section 3(c)(14)			
	Section 3(c)(7)				
7. Type of Filing					
X New Notice Date of First Sale 2011-04-01 First Sale Yet to Occur					
Amendment					
3. Duration of Offering					
Does the Issuer intend this offering to la	ast more than one year? Yes X No				
9. Type(s) of Securities Offered (selec	t all that apply)				
Equity		Pooled Investment Fund Interests			
X Debt		Tenant-in-Common Securities			
X Option, Warrant or Other Right to Ac	quire Another Security	Mineral Property Securities			
X Security to be Acquired Upon Exercise Acquire Security	se of Option, Warrant or Other Right to	Other (describe)			
10. Business Combination Transaction	on				
Is this offering being made in connectio or exchange offer?	Is this offering being made in connection with a business combination transaction, such as a merger, acquisition Yes X No or exchange offer?				
Clarification of Response (if Necessary)	:				
11. Minimum Investment					
Minimum investment accepted from any outside investor \$0 USD					
12. Sales Compensation	2. Sales Compensation				

(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	None
Street Address 1 City	Street Address 2 State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	Foreign/non-US	
13. Offering and Sales Amounts		
Total Offering Amount \$350,000 USD or Indefinite		
Total Amount Sold \$350,000 USD		
Total Remaining to be Sold \$0 USD or Indefinite		
Clarification of Response (if Necessary):		
14. Investors		
Select if securities in the offering have been or may be sold to pers such non-accredited investors who already have invested in the off		nd enter the number of
Regardless of whether securities in the offering have been or may total number of investors who already have invested in the offering		ed investors, enter the 2
15. Sales Commissions & Finder's Fees Expenses		
Provide separately the amounts of sales commissions and finders fees check the box next to the amount.	expenses, if any. If the amount of an expenditure	is not known, provide an estimate and
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 executive officers, directors or promoters in response to Item 3 above.		•
\$0 USD Estimate		
Clarification of Response (if Necessary):		
Signature and Submission		
Please verify the information you have entered and review the Ternotice.	ms of Submission below before signing and cl	icking SUBMIT below to file this
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 request, in the accordance with applicable law, the information f 		king to furnish them, upon written
Irrevocably appointing each of the Secretary of the SEC and, th	e Securities Administrator or other legally designa	ted 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 the issuer 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, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 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.

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	Issuer	Signature	Name of Signer	Title	Date
- 1					

Issuer	Signature	Name of Signer	Title	Date
AETHLON MEDICAL INC	/s/ James B. Frakes	James B. Frakes	Senior Vice President - Finance	2011-05-19

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.