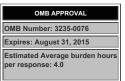
FORM D

Notice of Exempt Offering of Securities

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



1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type
0000882291	BISHOP EQUITIE	ES INC	© Corporation
Name of Issuer	-1		C Limited Partnership
AETHLON MEDICAL INC			C Limited Liability Company
Jurisdiction of Incorporation/Organization	_		C General Partnership
NEVADA			C Business Trust
Year of Incorporation/Organizati	on		C Other
Over Five Years Ago			-
• Within Last Five Years (Specify Year)			

○ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer			
AETHLON MEDICAL INC			
Street Address 1		Street Address 2	
8910 UNIVERSITY CENTER LA	ANE, SUITE 660		
City	State/Province/Country	y ZIP/Postal Code	Phone No. 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 660	LANE, SUITE	
City	State/Province/Country	ZIP/Postal Code
SAN DIEGO	CALIFORNIA	92122
Relationship: Ex	ecutive Officer Dir	ector Promoter
Clarification of Response (if Neces	sary)	
Last Name	First Name	Middle Name
TULLIS, PH.D.	RICHARD	H.
Street Address 1	Street	Address 2
8910 UNIVERSITY CENTER 660	R LANE, SUITE	
City	State/Province/Country	ZIP/Postal Code
SAN DIEGO	CALIFORNIA	92122

BARRY, JR. [FRANKLYN [S. Street Address 1 Street Address 2 8710 UNVERSITY CENTER LANE, SUITE City State/Province/Country ZIP/Postal Code SAN DIEGO [CALIFORNIA] [91122] Relationship: [] Executive Officer [] [] Executive Officer [] [] Executive Officer [] [] Executive Officer [] [] Executive Officer [] [] Executive Officer [] [] Executive Officer [] [] Executive Officer [] [] Street Address 1 Street Address 1 Street Address 2 Software Address 1 Street Address 1 Street Address 2 Software Address 1 Street Address 1 Street Address 2 Software Address 1 Street Address 1 Street Address 2 Software Address 1 Street Address 1 Street Address 2 Software Address 1 Street Address 1 Street Address 2 Software Address 1 Street Address 1 Street Address 2 Software Address 1 Street Address 2 Software Address 3 Software Address 4 Software Address 4 Software Address 4 Software Address 1 Street Address 1 Street Address 2 Software	Relationship:	Execut	tive Officer	Director	Promoter	
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City State/Province/Country ZIP/Postal Code	WARD Street Address 1		PHILLIP	Street Address 2		
	Street Address 1 8910 UNIVERSITY	CENTER LA		Street Address 2		
	Street Address 1 8910 UNIVERSITY	CENTER LA	ANE, SUITE			

Relationship:	Execut	ive Officer		Director		Promoter	
Clarification of Respon	se (if Necessary	·)					
Last Name		First Name			Middle	Name	
WORNHAM		THOMAS					
Street Address 1			St	reet Address 2	-		
8910 UNIVERSITY 660	CENTER LA	NE, SUITE					
City		State/Province/	Count	у	ZIP/Po	stal Code	
SAN DIEGO		CALIFORNI	A		92122	}	
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Relationship:	Execut	ive Officer		Director		Promoter	
Clarification of Respon	se (if Necessary	·)					
Last Name		First Name			Middle	Name	
SHAH, MD		CHETAN			7		
Street Address 1			St	reet Address 2			
8910 UNIVERSITY	CENTER LA	NE, SUITE					
City		State/Province/	Count	'y	ZIP/Po	stal Code	
SAN DIEGO		CALIFORNI	A		92122		
							
Relationship:	Execut	ive Officer		Director		Promoter	
Clarification of Respon	se (if Necessary	7)					
Last Name		First Name			Middle	Name	
FRAKES		JAMES			B.]
Street Address 1	1		St	reet Address 2			
8910 UNIVERSITY	CENTER LA	NE, SUITE					
City		State/Province/	Count	·у	ZIP/Po	stal Code	
SAN DIEGO		CALIFORNI	A		92122		
						·····	
Relationship:	Execut	ive Officer		Director		Promoter	
Clarification of Respon	se (if Necessary	·)					

4. Industry Group

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial
- C Services

C Business Services

Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation C Environmental Services
- C Oil & Gas
- C Other Energy

C Retailing

- C Restaurants
 - Technology
- Pharmaceuticals
- 0 Other Health Care

Health Insurance

Health Care

0

0

0

C Manufacturing

Real Estate

C

0

C

C Commercial

C Residential

Construction

REITS & Finance

Other Real Estate

Biotechnology

- C Other Technology

C Telecommunications

C Computers

Travel

- C Airlines & Airports
- C Lodging & Conventions
- O Tourism & Travel Services
- C Other Travel
- C Other

5. Issuer Size

Revenue Range C No Revenues

- C \$1 - \$1,000,000
- \odot \$1,000,001 - \$5,000,000
- \$5,000,001 \$25,000,000 C
- C \$25,000,001 - \$100,000,000 C Over \$100,000,000
- C **Decline to Disclose**
- C Not Applicable

- Aggregate Net Asset Value Range
- C No Aggregate Net Asset Value
- C \$1 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$50,000,000
- C \$50,000,001 - \$100,000,000
- C Over \$100,000,000
- C **Decline to Disclose**
- Not Applicable C

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply) Rule 504(b)(1) (not (i), (ii) -٦Г 1

	or (iii))	Rule 505
	Rule 504 (b)(1)(i)	Rule 506(b)
Π	Rule 504 (b)(1)(ii)	Rule 506(c)
	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
		Investment Company Act Section 3(c)

2013-10-30

Type of Filing

New Notice Date of First Sale

First Sale Yet to Occur

1 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

O Yes O No

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

Pooled Investment Fund П Equity Interests

Tenant-in-Common Securities 🔲 Debt

- Hospitals & Physicians

☐ Mineral Property Securities ✓ Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Generation Other (describe)
Units consisting of common stock and common stock warrants
Common stock warrants
10. Business Combination Transaction
Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?
Clarification of Response (if Necessary)
11. Minimum Investment
Minimum investment accepted from any outside \$ 9000 USD
12. Sales Compensation
Recipient CRD Number
Laidlaw & Co (UK) Ltd.
(Associated) Broker or Dealer I None (Associated) Broker or Dealer CRD None Number
Laidlaw & Co (UK) Ltd.
Street Address 1 Street Address 2
546 FIFTH AVENUE, 5TH FLOOR
City State/Province/Country ZIP/Postal Code
NEW YORK 10036
State(s) of Solicitation 🔲 All States 🔲 Foreign/Non-US
ARKANSAS
FLORIDA
ILLINOIS
IOWA
KENTUCKY
NEBRASKA
NEW JERSEY
OKLAHOMA
PENNSYLVANIA TEXAS

13. Offering an	nd Sales Amounts					
Total Offering Amount	\$ 2000000 USD 🗖 Indefinite					
Total Amount Sold	\$ 1525900 USD					
Total Remaining to be Sold	\$ 474100 □ Indefinite					
Clarification of Response (if Necessary)						

14. Investors

Select if s	ecurities i	in the offerin	g have bee	n or may	be sold to	persons who
do not qu	alify as a	ccredited inv	estors			

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:

1)		
_			

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	\$ 225608	USD	Γ	Estimate
Finders' Fees	\$ 0	USD	Γ	Estimate

Clarification of Response (if Necessary)

Incl. 10% comm. and 2% non-acctble exp. on \$1,400,900, 5% comm. and 1% non-acctble exp. on \$125,000, a \$25,000 act. fee and 2 of 4 advisory fee pymts of \$12,500 each. Company also issued 1,831,080 warrants to Laidlaw & Co. in connection with units sold.

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.

	\$ USD	Estimate
Clarification of Response (if Necessary) In the ordinary course, the issuer may use some of the proceeds of the offering to pay salaries to management.		

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 the issuer maintains its principal place of business or any State in which the state is sufficient.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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
AETHLON MEDICAL INC	/s/ James B. Frakes	James B. Frakes	Chief Financial Officer	2013-12-18