

EXPLORATION CAPITAL PARTNERS LTD PARTNERSHIP
Form SC 13D/A
October 01, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under The Securities Exchange Act of 1934

(Amendment No. 2)

ALMADEN MINERALS LTD.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

020283107

(CUSIP Number)

Keith Presnell

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Global Resource Investments Ltd.

7770 El Camino Real

Carlsbad, California 92009

Tel.: 760-943-3939

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 18, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. NOT APPLICABLE

SCHEDULE 13D

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Exploration Capital Partners Limited Partnership

88-0384192

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Nevada

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

OWNED BY 8. Shared Voting Power

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EACH

REPORTING 4,699,950

PERSON 9. Sole Dispositive Power

WITH

0

10. Shared Dispositive Power

4,699,950

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,699,950

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

17.2%

14. Type of Reporting Person

PN

SCHEDULE 13D

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Resource Capital Investment Corporation

88-0384205

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

Not Applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Nevada

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

OWNED BY 8. Shared Voting Power

EACH

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REPORTING 4,699,950

PERSON 9. Sole Dispositive Power

WITH

0

10. Shared Dispositive Power

4,699,950

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,699,950

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

17.2%

14. Type of Reporting Person

CO

SCHEDULE 13D

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Rule Family Trust udt 12/17/98

Not Applicable

2. Check The Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

Not Applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

California

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

OWNED BY 8. Shared Voting Power

EACH

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REPORTING	5,152,950
PERSON	9. Sole Dispositive Power
WITH	0
	10. Shared Dispositive Power
	5,152,950

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,152,950

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

18.7%

14. Type of Reporting Person

OO

SCHEDULE 13D

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Arthur Richards Rule

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

Not Applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

OWNED BY 8. Shared Voting Power

EACH

REPORTING 5,152,950

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PERSON 9. Sole Dispositive Power

WITH

0

10. Shared Dispositive Power

5,152,950

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,152,950

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

18.7%

14. Type of Reporting Person

IN

SCHEDULE 13D**(Amendment No. 2)**

The Statement on Schedule 13D, dated April 11, 2002, initially filed by Exploration Capital Partners Limited Partnership (Exploration Capital), Resource Capital Investment Corporation (Resource Capital), Rule Family Trust u/d/t 12/17/98 (the Trust), a revocable grantor trust, and Arthur Richards Rule, (Mr. Rule), as amended by Amendment No. 1 dated October 23, 2002 (as so amended, the Schedule 13D), is hereby amended by this Amendment No. 2, dated September 30, 2003, to reflect certain changes in the information previously filed in the Schedule 13D relating to the outstanding Common Shares of Almaden Minerals Ltd. (the Issuer). Unless otherwise specified, all capitalized terms contained herein have the meanings assigned to them in the Schedule 13D.

NOTE: Beneficial ownership calculations herein are based on 24,756,586 Common Shares of the Issuer outstanding as of September 29, 2003.

Item 2. Identity and Background

Item 2(a) is hereby amended and restated to read in its entirety as follows:

(a) Names

This Statement is filed by (i) Exploration Capital, as the direct beneficial owner of Shares*; (ii) by virtue of its position as General Partner of Exploration Capital, by Resource Capital; (iii) by virtue of its indirect ownership and control of (A) Exploration Capital (as owner of 90% of Resource Capital) and (B) Global Resource Investments Ltd. (Global Resource), a direct beneficial owner of Shares, as set forth below, by the Trust; and (iv) by virtue of his positions with Exploration Capital and Resource Capital and ownership interest in the Trust, as described in the following paragraph, by Mr. Rule (collectively, the Reporting Persons). By signing this Statement, each Reporting Person agrees that this Statement is filed on its or his behalf.

Global Resource, which is not a Reporting Person, is the direct beneficial owner of 453,000 Shares (less than 2% of the Outstanding Issuer Shares, as defined in Item 5(a) below). The corporate General Partner of Global Resource is Rule Investments, Inc. (Rule Investments). The Trust owns 100% of Rule Investments.

Mr. Rule is President and a Director of Resource Capital and, with his wife, is co-Trustee of the Trust, which owns 90% of Resource Capital.

The only other executive officer or Director of any of the Reporting Persons is Keith Presnell, who is Chief Financial Officer and a Director of Resource Capital. As applicable, information as to Mr. Presnell is provided in addition to that for the Reporting Persons in Items 2 through 6 hereof.

* **NOTE:** For purposes of this Statement, the term "Shares" includes Common Shares owned as well as those issuable on exercise of immediately exercisable warrants.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated to read in its entirety as follows:

The total amount of funds required by Exploration Capital to acquire the units of Common Shares and Warrants of the Issuer reported in Item 5(c) was Cdn. \$595,000 (approximately US \$436,089). These funds were provided by Exploration Capital's cash on hand and no funds were borrowed for such purpose. Common Shares and Warrants owned directly by Global Resource were acquired as compensation for services in connection with private placements and accordingly no funds were expended by Global Resource to acquire such securities. Mr. Presnell acquired Common Shares and Warrants of the Issuer from his personal funds, and no funds were borrowed for such purpose.

Item 5. Interest in Securities of the Issuer

Items 5(a) and (c) are hereby amended and restated to read in their entirety as follows:

(a) Exploration Capital is the direct beneficial owner of 4,699,950 Shares (including 2,549,950 immediately exercisable warrants), or approximately 17.2% of the 24,756,856 shares (the Outstanding Issuer Shares) of the Issuer outstanding. By virtue of the relationships described under Item 2 of this Statement, each of Resource Capital, the Trust and Mr. Rule may be deemed to share indirect ownership of the Shares directly beneficially owned by Exploration Capital.

Global Resource is the direct beneficial owner of 453,000 Shares (including 214,000 immediately exercisable warrants). By virtue of the relationships described in Item 2 of this Statement, each of the Trust and Mr. Rule may be deemed to share indirect ownership of the Shares directly beneficially owned by Global Resource.

Mr. Presnell is the direct beneficial owner of 217,500 Shares (including 117,500 immediately exercisable warrants), representing less than 1% of the Outstanding Issuer Shares.

By virtue of their relationships with Exploration Capital and Global Resource, each of the Trust and Mr. Rule may be deemed to share indirect ownership of an aggregate 5,152,950 Shares (including 2,763,950 immediately exercisable warrants), or approximately 18.7% of the Outstanding Issuer Shares.

(c) Since the filing of Amendment No. 1 to the Schedule 13D, the following transactions have occurred with respect to the Shares beneficially owned by (i) the Reporting Persons and (ii) Mr. Presnell. Transaction prices are shown in U.S. dollars. Prices shown are based on transaction prices denominated in Canadian dollars as converted based on the U.S./Cdn.\$ exchange rate at end of month in which the transaction occurred (except as to September 2003 transactions, which are converted at an assumed exchange rate of U.S.\$0.73 to Cdn.\$1.00).

A. Open market sales by Exploration Capital (all sales effected on the Toronto Stock Exchange):

Date	No. of Shares	Price per Share	Date	No. of Shares	Price per Share
		(U.S.\$)			(U.S.\$)
1/13/03	7,000	\$0.59	4/30/03	5,500	\$0.59
1/14/03	4,000	\$0.60	5/2/03	3,500	\$0.63
1/14/03	1,000	\$0.56	5/5/03	9,000	\$0.62
1/27/03	500	\$0.56	5/5/03	2,000	\$0.63
2/3/03	5,000	\$0.57	8/8/03	60,000	\$0.65
2/4/03	5,500	\$0.57	8/11/03	90,000	\$0.65
2/4/03	9,000	\$0.57	9/2/03	1,800	\$0.98
2/4/03	7,000	\$0.57	9/2/03	3,000	\$1.00
2/4/03	9,000	\$0.58	9/2/03	10,000	\$0.96
2/4/03	2,000	\$0.57	9/2/03	7,000	\$0.96
2/6/03	7,000	\$0.58	9/2/03	4,000	\$0.96
2/7/03	1,000	\$0.59	9/3/03	7,500	\$0.88
2/10/03	5,000	\$0.57	9/3/03	2,500	\$0.89
2/12/03	500	\$0.59	9/3/03	2,000	\$0.89
2/12/03	7,500	\$0.57	9/3/03	2,600	\$0.91
2/12/03	2,000	\$0.57	9/4/03	3,000	\$0.93
2/19/03	4,000	\$0.57	9/4/03	4,900	\$0.91
2/20/03	500	\$0.57	9/4/03	5,000	\$0.93
2/21/03	10,000	\$0.58	9/4/03	8,000	\$0.91
2/21/03	4,000	\$0.57	9/4/03	13,000	\$0.91
2/24/03	7,000	\$0.57	9/4/03	3,000	\$0.91
2/27/03	10,000	\$0.58	9/5/03	6,000	\$0.96
2/27/03	10,000	\$0.58	9/5/03	4,000	\$0.94
3/11/03	9,000	\$0.59	9/5/03	5,000	\$0.97
3/12/03	6,000	\$0.58	9/5/03	5,000	\$0.95
3/13/03	7,000	\$0.58	9/5/03	10,000	\$0.97
3/13/03	10,000	\$0.58	9/5/03	300	\$0.97
3/14/03	1,500	\$0.59	9/5/03	5,000	\$0.96
3/14/03	10,000	\$0.59	9/5/03	10,000	\$0.96
3/14/03	10,000	\$0.58	9/5/03	10,000	\$0.96
3/18/03	1,000	\$0.59	9/5/03	5,000	\$0.95
3/18/03	10,000	\$0.59	9/5/03	3,000	\$0.95
3/20/03	4,000	\$0.58	9/8/03	8,400	\$0.95
3/25/03	3,000	\$0.58	9/8/03	5,000	\$0.97
4/11/03	10,000	\$0.59	9/8/03	10,000	\$0.96
4/11/03	7,000	\$0.61	9/9/03	5,000	\$0.96
4/21/03	10,000	\$0.59	9/15/03	21,900	\$0.93
4/21/03	10,000	\$0.62	9/15/03	5,000	\$0.94
4/22/03	10,000	\$0.62	9/15/03	10,000	\$0.96
4/22/03	1,500	\$0.61	9/15/03	2,400	\$0.98
4/22/03	5,000	\$0.62	9/15/03	17,000	\$0.96
4/23/03	7,000	\$0.62	9/15/03	5,000	\$0.96
4/23/03	2,500	\$0.62	9/16/03	15,000	\$0.99
4/24/03	4,000	\$0.61	9/16/03	8,700	\$0.95
4/24/03	4,000	\$0.61	9/16/03	5,000	\$0.93
4/24/03	1,000	\$0.62	9/16/03	5,000	\$0.94
4/30/03	4,000	\$0.59	9/16/03	5,000	\$0.94

B. On September 18, 2003, the Issuer issued and sold to Exploration Capital, in a private placement transaction, 850,000 units, each unit consisting of one Common Share and one immediately exercisable Warrant (as described herein), at a purchase price of Cdn. \$0.70 per unit, for an aggregate purchase price of Cdn. \$595,000 (approximately US \$436,089). As a finder's fee for this transaction, Global Resource received 119,000 such units (as to which each of the Trust and Mr. Rule may be deemed to share indirect beneficial ownership, as described in (a) above). Each Warrant is exercisable over a five-year period, to purchase one Common Share of the Issuer, at an exercise price of Cdn. \$1.25 during the first year, Cdn. \$1.50 during the second year, Cdn. \$1.75 during the third year, Cdn. \$2.00 during the fourth year and Cdn. \$2.25 during the fifth year.

C. Keith Presnell, who is not a Reporting Person, made the following open market sales during this period (all sales effected on the Toronto Stock Exchange):

<u>Date</u>	<u>No. of Shares</u>	<u>Price per Share</u>
		(U.S.\$)
1/16/03	5,000	\$ 0.58
4/14/03	4,500	\$ 0.59
4/15/03	1,500	\$ 0.59
4/16/03	1,000	\$ 0.59
4/17/03	3,000	\$ 0.59
8/18/03	7,000	\$ 0.76
8/19/03	3,000	\$ 0.79
9/8/03	3,000	\$ 0.95
9/9/03	3,000	\$ 0.97
9/9/03	1,000	\$ 0.98
9/15/03	3,000	\$ 0.98

D. On September 18, 2003, Mr. Presnell purchased 70,000 units from the Issuer in the private placement on the terms as set forth in B. above, for an aggregate purchase price of Cdn. \$49,000 (approximately US \$35,913).

DISCLAIMER OF BENEFICIAL OWNERSHIP

Not applicable

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: September 30, 2003

EXPLORATION CAPITAL PARTNERS LIMITED PARTNERSHIP

By: RESOURCE CAPITAL INVESTMENT CORPORATION,
its general partner

By: /s/ KEITH PRESNELL

Keith Presnell,
Chief Financial Officer

Date: September 30, 2003

RESOURCE CAPITAL INVESTMENT CORPORATION

By: /s/ KEITH PRESNELL

Keith Presnell,
Chief Financial Officer

Date: September 30, 2003

RULE FAMILY TRUST UDT 12/17/98

By: /s/ KEITH PRESNELL

Keith Presnell,
Attorney-in-Fact for Arthur Richards Rule, Trustee

Date: September 30, 2003

ARTHUR RICHARDS RULE,

individually

By: /s/ KEITH PRESNELL

Keith Presnell,
Attorney-in-Fact