

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

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours per response: 4.0

		per response: 4.0
1. Issuer's Identity	·	
CIK (Filer ID Number)	Previous Name(s) No.	ne Entity Type
0001094084	COMSTOCK COAL CO	© Corporation
Name of Issuer		C Limited Partnership
TELKONET INC		C Limited Liability Company
Jurisdiction of Incorporation/Organization		© General Partnership
UTAH		C Business Trust
Year of Incorporation/Org	anization	C Other
<ul><li>Over Five Years Ago</li></ul>		Other
C Within Last Five Years (Specify Year)		
C Yet to Be Formed		
	of Business and Contac	ct Information
Name of Issuer		
TELKONET INC		
Street Address 1	Street Ad	ldress 2
10200 INNOVATION DRIV		
City		P/Postal Code Phone No. of Issuer
MILWAUKEE	WISCONSIN 53	3226 (414) 223-0473
<ol><li>Related Person</li></ol>	S	
Last Name	First Name	Middle Name
TIENOR	JASON	L.
Street Address 1	Street Ad	
10200 INNOVATION DE		Turess 2
L		ZID/Dogtol Code
City	State/Province/Country WISCONSIN	ZIP/Postal Code  53226
MILWAUKEE	WISCONSIN	53220
D. C. L.	F. (1. OCC. F. Diver	4
Relationship:	Executive Officer Direc	Promoter
Clarification of Response (if N	Vecessary)	
President/Chief Executive O	fficer	
_		
Last Name	First Name	Middle Name
SOBIESKI	JEFFREY	J.
Street Address 1	Street Ad	Idrass 2

10200 INNOVATION DRIVE

#300

MILWAUKEE	WISCONS	SIN	53226	
Relationship:	Executive Officer	☐ Director	Promoter	
Clarification of Respo	onse (if Necessary)			
Chief Operating Off	icer			
ast Name	First Name		Middle Name	
MUSHRUSH	RICHARD	1	E.	
treet Address 1		Street Address	2	
10200 INNOVAT	ION DRIVE	#300		
City	State/Provin	nce/Country	ZIP/Postal Code	
MILWAUKEE	WISCONS	SIN	53226	
Relationship:	Executive Officer	<b>☑</b> Director	Promoter	
larification of Respo	onse (if Necessary)			
Controller/Acting C	hief Financial Officer			
ast Name	First Name		Middle Name	
DAVIS	WILLIAM		H.	
treet Address 1		Street Address	2	
10200 INNOVAT	ION DRIVE	#300		
City	State/Provin		ZIP/Postal Code	
MILWAUKEE	WISCONS	SIN	53226	
Relationship:	Executive Officer	<b>☑</b> Director	Promoter	
Clarification of Respo	onse (if Necessary)	'	'	
ast Name	First Name		Middle Name	
PAONI	ANTHONY	Υ	J.	
treet Address 1		Street Address	2	
10200 INNOVAT	ION DRIVE	#300		
City	State/Provin	nce/Country	ZIP/Postal Code	
MILWAUKEE	WISCONS	SIN	53226	
Relationship:	Executive Officer	✓ Director	Promoter	
larification of Respo	onse (if Necessary)	1	·	
. Industry G				
Agriculture	7.40	h Care Biotechnology	C Retailing	
Banking & Finan			C Restaurants	

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	Technology  Hospitals & Physicians  C Pharmaceuticals  Other Health Care  Technology  Computers  Telecommunications  Other Technology  Travel  Airlines & Airports  Airlines & Airports  Lodging & Conventions  Tourism & Travel Services  Other Travel  Other Travel  Other Travel  Other Travel  Other Travel  Other  Other
5. Issuer Size	
Revenue Range	Aggregate Net Asset Value Range
C No Revenues	C No Aggregate Net Asset Value
C \$1 - \$1,000,000	C \$1 - \$5,000,000
C \$1,000,001 - \$5,000,000	C \$5,000,001 - \$25,000,000
\$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	C Decline to Disclose
C Not Applicable	O Not Applicable
6. Federal Exemption( apply)	(s) and Exclusion(s) Claimed (select all that
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	Rule 506(b)
Rule 504 (b)(1)(ii)	Kuit 300(0)
	Rule 506(c)
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
	Investment Company Act Section 3(c)
7. Type of Filing	
New Notice Date of First S	Sale 2011-04-08 First Sale Yet to Occur
Amendment	
8. Duration of Offering	
Does the Issuer intend this offering to	o last more than one year?

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

Trenant-in-Common Securities	Pooled Investment Fund Interests  Equity	
Security to be Acquired Lope   Exercise of Option, Warrant or Other (describe)		
Security to be Acquired Upon		
Other Right to Acquire Security	Acquire Ar	other Security
10. Business Combination Transaction  Is this offering being made in connection with a business combination in transaction, and a substance of the continuation of Response (if Necessary)  11. Minimum Investment  Minimum Investment  Minimum Investment  Minimum Investment accepted from any outside substance of the continuation of Response (if Necessary)  12. Sales Compensation  Recipient Recipient CRD Number None  Cohen & Company Capital Markets, LLC   144981	Exercise of Option, Warrant or Other (desc	cribe)
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	other ragnets require security	
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		
11. Minimum Investment  Minimum Investment Sound USD  12. Sales Compensation  Recipient Recipient Recipient CRD Number None  Cohen & Company Capital Markets, LLC Sasciated) Broker or Dealer CRD Number  Dale F. Rudow Sate/Province/Country ZIP/Postal Code  Miliwaukee National All States Foreign/Non-US  ILLINOIS  13. Offering and Sales Amounts  Minimum investment accepted from any outside s 5000  USD  USD  USD  USD  USD  USD  USD	10. Business Combination Trans	saction
11. Minimum Investment	0 0	ess combination C Yes No
Minimum investment accepted from any outside investor  12. Sales Compensation  Recipient Recipient CRD Number	Clarification of Response (if Necessary)	
Minimum investment accepted from any outside investor  12. Sales Compensation  Recipient Recipient CRD Number		
Minimum investment accepted from any outside investor  12. Sales Compensation  Recipient Recipient CRD Number		
12. Sales Compensation  Recipient Recipient CRD Number None  Cohen & Company Capital Markets, LLC   144981    (Associated) Broker or Dealer None   None Number   None    Dale E. Rudow   S301920    Street Address 1   Street Address 2    789 North Water Street   Suite 400    City   State/Province/Country   ZIP/Postal Code    Milwaukee   WISCONSIN   S3202    State(s) of Solicitation   All States   Foreign/Non-US    ILLINOIS   Associated) Broker or Dealer   None    Recipient   Recipient CRD Number   None    Cohen & Company Capital Markets, LLC   144981    (Associated) Broker or Dealer   None   None    Ryan P. McGaver   4934679    Street Address 1   Street Address 2    789 North Water Street   Suite 400    North Water Street   Suite 400    Milwaukee   WISCONSIN   53202    State(s) of Solicitation   All States   Foreign/Non-US    ILLINOIS   ILLINOIS    13. Offering and Sales Amounts	11. Minimum Investment	
12. Sales Compensation    Recipient	3	5000 USD
Recipient Recipient CRD Number	investor	
Recipient Recipient CRD Number	12. Sales Compensation	
(Associated) Broker or Dealer		Recipient CRD Number None
Dale E. Rudow   Sales Amounts   None   None   None	Cohen & Company Capital Markets, LLC	144981
Street Address 1  Street Address 2    789 North Water Street	(Associated) Broker or Dealer None	
Suite 400   State/Province/Country   ZIP/Postal Code   Milwaukee   WISCONSIN   53202	Dale E. Rudow	5301920
State(s) of Solicitation	Street Address 1	Street Address 2
Milwaukee  State(s) of Solicitation	789 North Water Street	Suite 400
State(s) of Solicitation	City	State/Province/Country ZIP/Postal Code
Recipient Recipient CRD Number None  Cohen & Company Capital Markets, LLC   144981  (Associated) Broker or Dealer None Number None Number Number   None   None Number   None   None   Number   Number	Milwaukee	WISCONSIN 53202
Recipient Recipient CRD Number None  Cohen & Company Capital Markets, LLC  (Associated) Broker or Dealer None Number  Ryan P. McGaver  Street Address 1  Street Address 2  789 North Water Street  City State/Province/Country ZIP/Postal Code  Milwaukee  WISCONSIN  State(s) of Solicitation All States Foreign/Non-US  ILLINOIS  13. Offering and Sales Amounts	State(s) of Solicitation	Foreign/Non-US
Recipient Recipient CRD Number None  Cohen & Company Capital Markets, LLC  (Associated) Broker or Dealer None Number  Ryan P. McGaver  Street Address 1  Street Address 2  789 North Water Street  City State/Province/Country ZIP/Postal Code  Milwaukee  WISCONSIN  State(s) of Solicitation All States Foreign/Non-US  ILLINOIS  13. Offering and Sales Amounts	III I INOIS	
Cohen & Company Capital Markets, LLC  (Associated) Broker or Dealer None Number  Ryan P. McGaver  Street Address 1 Street Address 2  [789 North Water Street State/Province/Country ZIP/Postal Code Milwaukee WISCONSIN  State(s) of Solicitation All States Foreign/Non-US  [ILLINOIS]  13. Offering and Sales Amounts	ILLINOIS	
(Associated) Broker or Dealer None Number    Ryan P. McGaver	Recipient	Recipient CRD Number None
Ryan P. McGaver  Street Address 1  Street Address 2  789 North Water Street  City  State/Province/Country  WISCONSIN  State(s) of Solicitation  All States  Foreign/Non-US  ILLINOIS  13. Offering and Sales Amounts	Cohen & Company Capital Markets, LLC	144981
Street Address 1  Street Address 2    789 North Water Street	(Associated) Broker or Dealer None	
Suite 400	Ryan P. McGaver	
City State/Province/Country ZIP/Postal Code  Milwaukee WISCONSIN 53202  State(s) of Solicitation All States Foreign/Non-US  ILLINOIS  13. Offering and Sales Amounts	Street Address 1	Street Address 2
Milwaukee  State(s) of Solicitation  All States  Foreign/Non-US  ILLINOIS  13. Offering and Sales Amounts	789 North Water Street	Suite 400
State(s) of Solicitation All States Foreign/Non-US  ILLINOIS  13. Offering and Sales Amounts	City	State/Province/Country ZIP/Postal Code
13. Offering and Sales Amounts	Milwaukee	WISCONSIN 53202
13. Offering and Sales Amounts	State(s) of Solicitation	Foreign/Non-US
13. Offering and Sales Amounts	III I INOIS	
	ILLINOIS	
	13. Offering and Sales Amounts	
Total Offering Amount \$ 1355000 USD Indefinite		
	Total Offering Amount \$ 1355000	USD   Indefinite

Total Amount Call
Total Amount Sold \$ 1355000 USD
Total Remaining to be \$ 0 USD □ Indefinite
CIL 18 (1 P.D. (18N)
Clarification of Response (if Necessary)
14. Investors
14. 111/651015
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 \$ 88075 USD Estimate
Finders' Fees \$ 0 USD
Clarification of Response (if Necessary)
Cohen & Company also received 208,462 warrants for common stock in the Company as
compensation. Because the exercise price on these warrants currently exceeds the price per share, we have not attributed any value to such warrants as a commission.
have not attributed any value to such warrants as a commission.
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
Clarification of Response (if Necessary)
Signature and Submission
Please verify the information you have entered and review the Terms of 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, 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
TELKONET INC	/s/ Jason Tienor	Llason Tienor	Chief Executive Officer	2011-04-19