

EXPLORATION CAPITAL PARTNERS LTD PARTNERSHIP
Form SC 13G
December 18, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Minera Andes Inc.

(Name of Issuer)

Common Shares without par value

(Title of Class of Securities)

602910101

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 602910101

Page 2 of 10

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 Citizenship or Place of Organization

Nevada

5 Sole Voting Power

NUMBER OF

0

SHARES

6 Shared Voting Power

BENEFICIALLY

OWNED BY

3,150,000

EACH

7 Sole Dispositive Power

REPORTING

PERSON

0

WITH

8 Shared Dispositive Power

3,150,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,150,000

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11 Percent of Class Represented by Amount in Row (9)

5.2%

12 Type of Reporting Person

PN

CUSIP No. 602910101

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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 Citizenship or Place of Organization

Nevada

5 Sole Voting Power

NUMBER OF

0

SHARES

6 Shared Voting Power

BENEFICIALLY

OWNED BY

3,150,000

EACH

7 Sole Dispositive Power

REPORTING

PERSON

0

WITH

8 Shared Dispositive Power

3,150,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,150,000

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11 Percent of Class Represented by Amount in Row (9)

5.2%

12 Type of Reporting Person

CO

CUSIP No. 602910101

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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 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

0

SHARES

6 Shared Voting Power

BENEFICIALLY

OWNED BY

3,150,000

EACH

7 Sole Dispositive Power

REPORTING

PERSON

0

WITH

8 Shared Dispositive Power

3,150,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,150,000

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11 Percent of Class Represented by Amount in Row (9)

5.2%

12 Type of Reporting Person

OO

CUSIP No. 602910101

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1 Name of Reporting Person

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

Arthur Richards Rule

Not Applicable

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

0

SHARES

6 Shared Voting Power

BENEFICIALLY

OWNED BY

3,150,000

EACH

7 Sole Dispositive Power

REPORTING

PERSON

0

WITH

8 Shared Dispositive Power

3,150,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,150,000

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11 Percent of Class Represented by Amount in Row (9)

5.2%

12 Type of Reporting Person

IN

Item 1(a) Name of Issuer: **Minera Andes Inc.**

Item 1(b) Address of Issuer's Principal Executive Offices:

3303 North Sullivan Road

Spokane, Washington 99216

Item 2(a) Name

Item 2(b) Principal Business Address

Item 2(c) Citizenship of Persons Filing:

(1) Exploration Capital Partners Limited Partnership (Exploration Capital)

7770 El Camino Real

Carlsbad, California 92009

Citizenship: Nevada

(2) Resource Capital Investment Corporation (Resource Capital)

7770 El Camino Real

Carlsbad, California 92009

Citizenship: Nevada

(3) Rule Family Trust udt 12/17/98 (the Trust)

7770 El Camino Real

Carlsbad, California 92009

Citizenship: California

(4) Arthur Richards Rule (Mr. Rule)

7770 El Camino Real

Carlsbad, California 92009

Citizenship: California

Item 2(d) Title of Class of Securities:

Common Shares without par value

Item 2(e) CUSIP Number: **602910101**

Item 3 If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|----|---|
| (a) | .. | Broker or dealer registered under Section 15 of the Exchange Act. |
| (b) | .. | Bank as defined in Section 3(a)(6) of the Exchange Act. |
| (c) | .. | Insurance company as defined in Section 3(a)(19) of the Exchange Act. |

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- (d) .. Investment company registered under Section 8 of the Investment Company Act.
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not Applicable

Item 4 Ownership.

The information in items 1 and 5 through 11 on the cover pages (pp. 2-5) on Schedule 13G is hereby incorporated by reference.

This Statement is filed by (i) Exploration Capital, as the direct beneficial owner of 3,150,000 Common Shares (including 1,050,000 immediately exercisable share purchase warrants) of the Issuer; (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 Exploration Capital (as owner of 90% of Resource Capital), as set forth herein, by the Trust; and (iv) by virtue of his positions with Resource Capital and ownership interest in the Trust, as described in the following sentence, by Mr. Rule. 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.

Item 5 Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable

Item 10 Certification.

By signing below, each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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: December 17, 2003

Exploration Capital Partners Limited Partnership

By: Resource Capital Investment Corporation, its general partner

By: /s/ Keith Presnell

Keith Presnell, Chief Financial Officer

Date: December 17, 2003

Resource Capital Investment Corporation

By: /s/ Keith Presnell

Keith Presnell, Chief Financial Officer

Date: December 17, 2003

Rule Family Trust udt 12/17/98

By: /s/ Keith Presnell

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

Date: December 17, 2003

Arthur Richards Rule, individually

By: /s/ Keith Presnell

Keith Presnell, Attorney-in-Fact

AGREEMENT TO FILE JOINTLY

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of Common Shares of Minera Andes Inc. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Date: December 17, 2003

Exploration Capital Partners Limited Partnership

By: Resource Capital Investment Corporation, its general partner

By: /s/ Keith Presnell

Keith Presnell, Chief Financial Officer

Date: December 17, 2003

Resource Capital Investment Corporation

By: /s/ Keith Presnell

Keith Presnell, Chief Financial Officer

Date: December 17, 2003

Rule Family Trust udt 12/17/98

By: /s/ Keith Presnell

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

Date: December 17, 2003

Arthur Richards Rule, individually

By: /s/ Keith Presnell

Keith Presnell, Attorney-in-Fact

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints KEITH PRESNELL his true and lawful attorney-in-fact and agent with full power to sign for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, any report required to be filed with the Securities and Exchange Commission pursuant to either Section 13 or 16 of the Securities Exchange Act of 1934 and any successor or alternate provisions thereto (the Exchange Act) of securities of all entities in which the undersigned may, from time to time, have direct or indirect ownership interests (the Entities), on, without limitation, Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5 or any other such schedules or forms as may be designated by the Securities and Exchange Commission for such purpose, and any and all amendments thereto and any and all exhibits and other documents necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission, hereby granting to said attorney-in-fact and agent full power of substitution and revocation in the premises, and generally to do and perform each and every act and thing which said attorney-in-fact may deem necessary or advisable to facilitate compliance with the provisions of said sections of the Exchange Act, and all regulations of the Securities and Exchange Commission thereunder, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute or substitutes for him, may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned have hereunto executed this Power of Attorney this 8th day of October, 2002.

/s/ Arthur Richards Rule

Arthur Richards Rule

RULE FAMILY TRUST U/D/T 12/17/98

By: /s/ Arthur Richards Rule

Arthur Richards Rule, as trustee