

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LOW NATHAN A</u>	2. Date of Event Requiring Statement (Month/Day/Year) 11/12/2004	3. Issuer Name and Ticker or Trading Symbol <u>GREAT EXPECTATIONS & ASSOCIATES INC [GXPT.PK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 641 LEXINGTON AVENUE, 25 TH FLOOR			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) NEW YORK NY 10022			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,023,793	D	
Common Stock	383,275	I	Sunrise Securities Corp. ⁽²⁾
Common Stock	71,498	I	Sunrise Foundation Trust ⁽³⁾
Common Stock	1,742,160	I	Sunrise Equity Partners, LP ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	(4)	11/12/2009	Common Stock	1,742,160	0.4	I	Sunrise Equity Partners, LP ⁽¹⁾
Warrants	(5)	11/12/2009	Common Stock	670,731	0.287	D	
Warrants	(6)	11/12/2009	Common Stock	348,432	0.287	I	Sunrise Securities Corp. ⁽²⁾

Explanation of Responses:

- The reporting person is a manager of Level Counter, LLC, which serves as the general partner of Sunrise Equity Partners, LP. The reporting person disclaims beneficial ownership of the securities held by Sunrise Equity Partners, LP, except to the extent of his pecuniary interest therein.
- The reporting person is the president and sole director and stockholder of Sunrise Securities Corp.
- The reporting person is a trustee of Sunrise Foundation Trust, a charitable trust. The reporting person disclaims beneficial ownership of the securities held by Sunrise Foundation Trust.
- The warrants were issued on November 12, 2004 and are immediately exercisable, subject to certain so-called "blocker" or "capitalization cap" limitations on exercise. As of the date of this filing, none of such warrants are exercisable.
- The warrants were issued on November 12, 2004 and are immediately exercisable, subject to certain so-called "blocker" or "capitalization cap" limitations on exercise. As of the date of this filing, none of such warrants are exercisable.
- The warrants were issued on November 12, 2004 and are immediately exercisable, subject to certain so-called "blocker" or "capitalization cap" limitations on exercise. As of the date of this filing, all of such warrants are exercisable.

/s/ Nathan A. Low

11/22/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.