

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response...1

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



1230358

SEC Use Only
Prefix | Serial
DATE RECEIVED

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.)

ARC Corporate Realty Trust, Inc. - \$12,000,000 Offering

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (X) Rule 506 ( ) Section 4(6) ( ) ULOE
Type of Filing: (X) New Filing ( ) Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.)

ARC Corporate Realty Trust, Inc.

Address of Executive Offices (Number of Street, City, State, Zip Code)

1401 Broad Street, Clifton, New Jersey 07013

Telephone number (including area code)

(973) 249-1000

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone number (including area code)

Brief Description of Business

Acquisition of credit lease properties throughout the United States

Type of Business Organization

(X) corporation ( ) limited partnership, already formed ( ) other (please specify):
( ) business trust ( ) limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

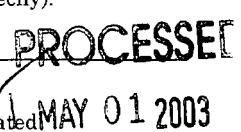
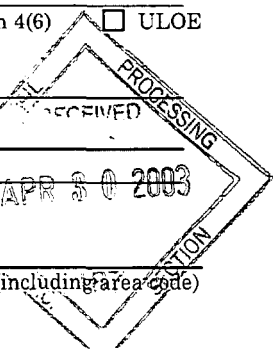
Month Year
0 6 9 3

(X) Actual ( ) Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

(M) (D)



THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501, et seq., or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate state will not result in loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated upon the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form

are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972(2-97)

## A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Ambrosi, Robert J.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Jenikov, Joseph D.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Steuterman, James**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Kelley, Richard G.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Sheehan, Garrett E.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Goldman, Melvin H.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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## A. BASIC IDENTIFICATION DATA

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Georg, Dietmar**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Perel, Marc**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Graff, Claudia**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Morrow, Stanley**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Morena, Joseph M.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Nelson, Bruce**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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## A. BASIC IDENTIFICATION DATA

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

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Full Name (Last name first, if individual)

**ARC Capital Advisors, L.P.**

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Business or Residence Address (Number and Street, City, State, Zip Code)

**1401 Broad Street, Clifton, New Jersey 07013**

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Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

---

Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... **\$24,000**  
**\*Minimum for IRAs is \$12,000. The Company reserves the right to accept less than the minimum investment and to issue fractional shares.**
3. Does the offering permit joint ownership of a single unit?..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only. \*Listed below are the broker-dealers the issuer expects to use in connection with the sale of securities in this offering.  
 Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**500 Skokie Boulevard, Suite 525, Northbrook, Illinois 60062-2830**

Name of Associated Broker or Dealer  
**Chauner Securities, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ] XX	[AR]	[CA] XX	[CO] XX	[CT] XX	[DE]	[DC] XX	[FL] XX	[GA]	[HI]	[ID]
[IL] XX	[IN]	[IA] XX	[KS]	[KY]	[LA]	[ME]	[MD] XX	[MA] XX	[MI] XX	[MN] XX	[MS]	[MO] XX
[MT]	[NE]	[NV]	[NH]	[NJ] XX	[NM]	[NY] XX	[NC]	[ND]	[OH] XX	[OK]	[OR]	[PA] XX
[RI] XX	[SC]	[SD]	[TN]	[TX] XX	[UT]	[VT] XX	[VA]	[WA]	[WV] XX	[WI] XX	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**500 Skokie Boulevard, Suite 525, Northbrook, Illinois 60062-2830**

Name of Associated Broker or Dealer  
**David Sherman & Co.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] XX	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**2570 West El Camino Real, Suite 250, Mountain View, California 94040**

Name of Associated Broker or Dealer  
**Stanford Investment Group, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ] XX	[AR]	[CA] XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI] XX	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] XX	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV] XX	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] XX	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA] XX	[WA] XX	[WV] XX	[WI]	[WY]	[PR]

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... **\$24,000**  
**\*Minimum for IRAs is \$12,000. The Company reserves the right to accept less than the minimum investment and to issue fractional shares.**
3. Does the offering permit joint ownership of a single unit?..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only. \*Listed below are the broker-dealers the issuer expects to use in connection with the sale of securities in this offering.  
 Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**29 Sawyer Road, Waltham, Massachusetts 02453**

Name of Associated Broker or Dealer  
**Commonwealth Financial Network**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**4775 Wallingford Street, Pittsburgh, Pennsylvania 15213**

Name of Associated Broker or Dealer  
**Thomas M. Nixon & Associates, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA] XX	[CO]	[CT]	[DE]	[DC]	[FL] XX	[GA] XX	[HI]	[ID]
[IL]	[IN] XX	[IA]	[KS]	[KY] XX	[LA] XX	[ME]	[MD] XX	[MA] XX	[MI] XX	[MN]	[MS]	[MO]
[MT]	[NE]	[NV] XX	[NH]	[NJ] XX	[NM]	[NY] XX	[NC] XX	[ND]	[OH] XX	[OK]	[OR]	[PA] XX
[RI]	[SC] XX	[SD]	[TN]	[TX] XX	[UT]	[VT]	[VA] XX	[WA]	[WV] XX	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**10901 Red Circle Drive, Suite 360, Minnetonka, Minnesota 55343**

Name of Associated Broker or Dealer  
**Gardner Financial Services, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ] XX	[AR]	[CA] XX	[CO] XX	[CT]	[DE]	[DC]	[FL] XX	[GA] XX	[HI]	[ID] XX
[IL] XX	[IN] XX	[IA] XX	[KS] XX	[KY]	[LA]	[ME]	[MD]	[MA] XX	[MI] XX	[MN] XX	[MS]	[MO] XX
[MT] XX	[NE] XX	[NV] XX	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND] XX	[OH] XX	[OK] XX	[OR] XX	[PA] XX
[RI]	[SC]	[SD] XX	[TN]	[TX] XX	[UT] XX	[VT]	[VA]	[WA] XX	[WV]	[WI] XX	[WY] XX	[PR]

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... **\$24,000**  
**\*Minimum for IRAs is \$12,000. The Company reserves the right to accept less than the minimum investment and to issue fractional shares.**
3. Does the offering permit joint ownership of a single unit?..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only. \*Listed below are the broker-dealers the issuer expects to use in connection with the sale of securities in this offering.  
 Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**3000 McKnight East Drive, Pittsburgh, Pennsylvania 15237**

Name of Associated Broker or Dealer  
**Allegheny Investments, Ltd.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL] XX [AK] [AZ] XX [AR] [CA] XX [CO] XX [CT] XX [DE] XX [DC] XX [FL] XX [GA] XX [HI] XX [ID] XX  
 [IL] XX [IN] XX [IA] XX [KS] XX [KY] XX [LA] XX [ME] XX [MD] XX [MA] XX [MI] XX [MN] XX [MS] [MO] XX  
 [MT] XX [NE] [NV] XX [NH] XX [NJ] XX [NM] XX [NY] XX [NC] XX [ND] [OH] XX [OK] [OR] XX [PA] XX  
 [RI] XX [SC] XX [SD] XX [TN] XX [TX] XX [UT] [VT] XX [VA] XX [WA] XX [WV] XX [WI] XX [WY] XX [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**8620 West 110th Street, Suite 200, Overland Park, Kansas 66210**

Name of Associated Broker or Dealer  
**VSR Financial Services, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**One National Life Drive, Montpelier, Vermont 05604**

Name of Associated Broker or Dealer  
**Equity Services, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
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**\*Minimum for IRAs is \$12,000. The Company reserves the right to accept less than the minimum investment and to issue fractional shares.**
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 Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**11875 Dublin Boulevard, Suite D-169, Dublin, California 94568**

Name of Associated Broker or Dealer  
**American Investors Company**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL] XX	[AK]	[AZ] XX	[AR] XX	[CA] XX	[CO] XX	[CT] XX	[DE] XX	[DC]	[FL] XX	[GA] XX	[HI] XX	[ID] XX
[IL] XX	[IN]	[IA]	[KS] XX	[KY] XX	[LA]	[ME]	[MD] XX	[MA]	[MI] XX	[MN] XX	[MS] XX	[MO] XX
[MT] XX	[NE]	[NV] XX	[NH]	[NJ] XX	[NM] XX	[NY] XX	[NC]	[ND]	[OH] XX	[OK]	[OR] XX	[PA]
[RI]	[SC]	[SD]	[TN] XX	[TX] XX	[UT] XX	[VT]	[VA] XX	[WA] XX	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**17500 Blondo Street, Suite 400, Omaha, Nebraska 68116**

Name of Associated Broker or Dealer  
**Freedom Financial, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1674 North Shoreline Boulevard, Suite 120, Mountain View, California 94043**

Name of Associated Broker or Dealer  
**Foothill Securities, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ] XX	[AR]	[CA] XX	[CO] XX	[CT] XX	[DE]	[DC]	[FL] XX	[GA] XX	[HI] XX	[ID] XX
[IL] XX	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD] XX	[MA]	[MI] XX	[MN]	[MS]	[MO]
[MT] XX	[NE]	[NV] XX	[NH]	[NJ]	[NM] XX	[NY] XX	[NC]	[ND]	[OH] XX	[OK]	[OR] XX	[PA] XX
[RI]	[SC]	[SD]	[TN]	[TX] XX	[UT] XX	[VT]	[VA] XX	[WA] XX	[WV]	[WI]	[WY]	[PR]



## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>12,000,000</u>	\$ <u>0</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other .....	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ <u>12,000,000</u>	\$ <u>0</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>0</u>	\$ <u>0</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....		\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditures is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ <u>20,000</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>100,000</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>50,000</u>
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commission (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ <u>720,000</u>
Other Expenses (due diligence fees, marketing expenses and miscellaneous offering expenses)....	<input checked="" type="checkbox"/>	\$ <u>320,000</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>1,210,000</u>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS**

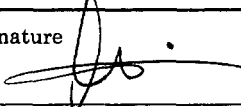
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 10,790,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>10,351,400</u>
Purchase, rental, or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>120,000</u>
Other (specify): <u>acquisition costs</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>318,600</u>
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>10,790,000</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>10,790,000</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U. S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (print or type) <b>ARC Corporate Realty Trust, Inc.</b>	Signature 	Date <b>April 29, 2003</b>
Name of Signer (print or type) <b>Robert J. Ambrosi</b>	Title of Signer (print or type) <b>President &amp; Chairman of the Issuer</b>	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**