133-563

SEC 1972 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.

ATTENTION

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

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

FORM D

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

THOMSON

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

Brief Description of Business: Investment Management

SEC USE ONLY				
Prefix	Serial			
DAT	E RECEIVED			

Name of Offering ([] check if this is an amendment and name has changed, and indica	te change.)
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Sect	ion 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment	
A. BASIC IDENTIFICATION DATA	03058285
Enter the information requested about the issuer	
Name of Issuer ([] check if this is an amendment and name has changed, and indicat Atlantic Mortgage Investment Fund, L.P.	e change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code) 101 Willow Way, Parsippany, New Jersey 07054	Telephone Number 908-377-0797
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code) (if different from Executive Offices)	Telephone Number

Dh,

Type of Business Organization					
[] corporation	[X] limited partnershi	p, already fo	rmed	[] other (pl	ease specify):
[] business trust	[] limited partnershi	ip, to be forn	ned		
		Month	Year		
Actual or Estimated Date of Inco Organization:	rporation or	[01] [27]	[2003]	[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) [D] [E]					

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 seg. 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 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 in the notice constitutes a part of this notice and must be completed.

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 [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	ai) Nowicki Cap	ital Group, L.L.C		
Business or Residen 436 Manor Avenue,			City, State, Zip C	ode)	
Check Box(es) that Apply:	[X] Promoter [Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Nowicki, Do	nald S.		
Business or Resider 436 Manor Avenue			City, State, Zip C	ode)	
Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Nowicki, Eri	c D.		
Business or Resider 101 Willow Way, Pa			City, State, Zip C	ode)	
Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Lutz, Edwar	d T.	anggapan kana kana at anggapan da MMAgyangga anggapangan ay anggapat kanananan	
Business or Resider 6 W Sanders St., G			City, State, Zip C	ode)	
(Use bla	ank sheet, or cop	y and use add	litional copies of	this sheet, as nece	essary.)

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 [X]					
								_	under Ul				
What is the minimum investment that will be accepted from any individual?								\$100,00					
3. Doe	s the of	fering pe	ermit joir	nt owner	ship of a	single u	ınit?	•••••••				Yes [X]	No []
or indi with sa a brok broker	rectly, and ales of se er or dealer or deale	ny comr ecurities aler regi er. If mo	nission of in the co stered we re than t	or simila offering, vith the s five (5) p	r remune If a pers SEC and persons	eration for on to be lor with a to be liste	or solicita listed is a state o ed are as	ition of po an assoc r states,	be paid ourchasers biated pe list the na dipersons ler only.	s in conr rson or a ame of t	nection agent of the		
Full Na	ame (La	st name	first, if i	ndividua	ıl)								
Busine	ess or R	esidenc	e Addres	ss (Num	ber and	Street, C	City, State	e, Zip Co	de)				
Name	of Asso	ciated B	roker or	Dealer									
						Intends		t Purcha	sers	[] All S	tates	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	, [HI]	[ID]	
[IL]	[IN]	[AI]	[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 N	ame (La	st name	first, if i	ndividua	al)								
Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, C	City, Stat	e, Zip Co	ode)				
Name	of Asso	ciated E	Broker or	Dealer									
								t Purcha	sers				
(Chec	k "All	States"	or chec	k indiv	idual St	ates)		•		[] All S	tates	
[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]	[MM]	[YN]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full N	ame (La	st name	first, if i	ndividua	al)								
Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)				
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[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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[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]	

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

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

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

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$0	\$ 0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$_ 0	\$ 0
Partnership Interests	\$ 20,000,000	\$ 600,000
Other (Specify).	\$0	\$ 0
Total	\$ 20,000,000	\$ 600,000
Answer also in Appendix, Column 3, if filing under ULOE.	,	•
Allows, also in Apportant, Column 6, it iming and circles.		
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 answer is "none" or "zero."		
	Number	Aggregate Dollar Amount
A second the delivery of a second	Investors	of Purchases
Accredited Investors	1	_ \$ 600,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	1	_ \$ 600,000
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, 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 expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$0
Printing and Engraving Costs	[]\$0
Legal Fees	[X] \$ 30,000
Accounting Fees	[] \$0
Engineering Fees	[]\$0
Sales Commissions (specify finders' fees separately)	[]\$0
Other Expenses (identify)	[]\$0
Total	[X] \$ 30,000

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."

\$ 19,970,000

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 the 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	[]\$0	[]\$0
Purchase of real estate	[]\$0	[]\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$0	[]\$0
Construction or leasing of plant buildings and facilities	[]\$0	[]\$0
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)	[]\$0	[]\$0
Repayment of indebtedness	[]\$0	[]\$0
Working capital	[]\$0	[]\$0
Other (specify):	[]\$0	[]\$0
	[]\$0	[]\$ 0
Column Totals	[]\$0	[]\$0
Total Payments Listed (column totals added)		[]\$0

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 <u>Rule 505</u>, 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) Nowicki Capital Group, L.L.C.	Signature Joseph J. Howeike	Date 5/7/03
Name of Signer (Print or Type) Donald S. Nowicki	Title of Signer (Print or Type) Managing Member/Nowicki Capital Gro	oup L.L.C./General Partner

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

E. STATE SIGNATURE	
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [X]"
See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Nowicki Capital Group, L.L.C.	Signature Date / 7/03
Name of Signer (Print or Type)	Title (Print or Type)
Donald S. Nowicki	Managing Member/Nowicki Capital Group, L.L.C./General Partner

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		بحور بيد طرحته علاوانك طرحه برجة مصورة رئيس بطرحه به ميثية وحة بكانا حي ر <u>بيد واميزها أن مزتنه فسط</u> ره الثلثي	پىئى سىدە ئائىر <u>ىنى سىزى</u> چەپ، پېچاقىمە ئائەچ	oledine kale <u>. "Di</u> bobe pali me <u>nek</u>	والمناه والمامية فالهان والمانية المقالة بالمائد بالم فياد مقامعة مؤلف المقالة				
	_		3	4					5 Disqualification	
	Intend to sell		Type of security					under State		
	to no		and aggregate					ULOE		
	accredited offering price offered in state (Part C-Item 1)					investor and		(if yes, attach explanation of		
				а	mount pui	waiver granted) (Part E-Item 1)				
					(Part					
	(, =,,,	,		Number						
			,	of						
				Accredit		Number of				
				ed Investor		Non- Accredited				
State	Yes	No		s	Amount	Investors	Amount	Yes	No	
AL		Χ								
AK		Х								
ΑZ		X								
AR		Χ.								
CA		X								
CO		Х				المارية المنظمة				
СТ		X								
DE		X								
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UT	X						
VT	X						
VA	X						
WA	X						
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WI	X						
WY	X						
PR	X						

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002