FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20349

FORM D

MAY 1

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

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

SEC USE ONLY

Prefix

1232530

Serial

DATE RECEIVED

Name of Offering (□ check if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply): X Rule 504 □ Rule 505 □ Rule 506 □ Section 4 Type of Filing: X New Filing □ Amendment	(6) ULOE
A. BASIC (DENTIFICATION 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.) Commerical Industrial Building Owners Alliance, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 523 W. 6 th Street, Suite #716, Los Angeles, CA 90014	Telephone Number (Including Area Code) (213) 439-0904
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) (if different from Executive Offices)
Brief Description of Business Insurance Services	PDACECCEN
Type of Business Organization X corporation limited partnership, already formed business limited partnership, to be formed other (please specify):	MAY 14 2003
Actual or Estimated Date of Incorporation or Organization: MONTH YEAR (09] (01] X Actual	THOWSON ☐ EstillManal ion for State: [CA] []

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

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 unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unles displays a currently valid OMB control number.

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 X Beneficial Owner X Executive Officer X Director □ General and/or Managing Partner
Full Name (Last name first, if individual)
Michael Marino
Business or Residence Address (Number and Street, City, State, Zip Code)
Commericial Industrial Building Owners Alliance, Inc., 523 W. 6 th Street, Suite #716, Los Angeles, CA 90014
Check Box(es) that Apply: Promoter Beneficial Owner X Executive Officer X Director General and/or Managing Partner
Full Name (Last name first, if individual)
Dwain Bender
Business or Residence Address (Number and Street, City, State, Zip Code)
Commericial Industrial Building Owners Alliance, Inc., 523 W. 6 th Street, Suite #716, Los Angeles, CA 90014
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer X Director Managing Partner
Full Name (Last name first, if individual)
Lars Hellmont
Business or Residence Address (Number and Street, City, State, Zip Code)
Commericial Industrial Building Owners Alliance, Inc., 523 W. 6 th Street, Suite #716, Los Angeles, CA 90014
Check Box(es) that Apply: Promoter X Beneficial Owner X Executive Officer X Director General and/or Managing Partner
Full Name (Last name first, if individual)
Jack Karp
Business or Residence Address (Number and Street, City, State, Zip Code)
Commericial Industrial Building Owners Alliance, Inc., 523 W. 6 th Street, Suite #716, Los Angeles, CA 90014
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer X Director General and/or Managing Partner
Full Name (Last name first, if individual)
Tamara Perras
Business or Resident Address (Number and Street, City, State, Zip Code)
Commericial Industrial Building Owners Alliance, Inc., 523 W. 6 th Street, Suite #716, Los Angeles, CA 90014

· Check	Box(es) th	at Apply:	□ P	romoter	□ Benefic	ial Owner	□ Execu	utive Office	er X Dire	ctor 🗆 G	eneral ar lanaging	id/or Partner
Full Na	me (Last r	name first,	if individu	al)								
Bernie	Schachter											
Busine	ss or Resi	dence Add	dress (Nui	mber and	Street, Cit	y, State, Z	ip Code)					
Comm	ericial Indu	istrial Build	ding Owne	rs Alliance	e, Inc., 523	3 W. <u>6th St</u>	reet, Suite	#716, Los	Angeles,	CA 9001	4	
Check	Box(es) th	at Apply:	□ P	romoter	□ Benefic	ial Owner	□ Exec	utive Offic	er X Dire	ector 🗆 (Seneral a Managing	nd/or Partner
Full na	me (Last n	ame first,	if individua	al)								
James	Franklin									<u> </u>		
Busine	ss or Resi	dence Add	dress (Nui	mber and	Street, Cit	y, State, Z	ip Code)					
Comm	ericial Indu	istrial Buil	ding Owne	ers Alliance	e, Inc., 523	3 W. <u>6th St</u>	reet, Suite	#716, Los	Angeles,	CA 9001	4	
				В.	INFORMA	TION ABO	OUT OFFE	ERING				
1. Ha	s the issue	er sold, or	does the is	ssuer inter	nd to sell. t	o non-acc	redited inv	estors in t	his offerin	a?	Ye X	s No
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2. WI	nat is the m	ninimum ir	vestment					-	•		\$50	0.000
											Yes	•
	es the offe										🛮	X
4. En cor off an as:	ter the info mmission o ering. If a p d/or with a sociated pe	rmation re or similar r person to l state or st ersons of s	quested for remunerating be listed is ates, list the such a brol	or each per ion for soli an associ ne name o ker or dea	rson who hicitation of ated person the broke ler, you ma	eas been o purchase on or agen er or deale ay set forth	r will be pars in conne t of a brok r. If more to the inforn	nid or giver ection with er or deale than five (nation for	, directly of sales of ser registere b) persons that broke	r indirectly securities i ed with the to be liste or dealer	/, any n the SEC d are only.	
Full Nar	ne (Last na	ame first, i	f individua	1)				-				
N/A	a a David	A d d	and Allerma	har and C	and City	Chata Zin	Codo					
Dusines	s or Resid	ence Addi	ess (Multil	bei and Si	reet, City,	State, Zip	Code)					
Name o	t Associate	ed Broker	or Dealer					-				
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[TU]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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

 Enter the aggregate offering price of securities included in this offering and th amount already sold. Enter "0" if answer is "none" or "zero." If the transaction exchange offering, check this box □ and indicate in the columns below the amounts securities offered for exchange and already exchanged. 	n is an 🕝	
Time of Consults	Aggregate Offering Price	Amount Already Sold
Type of Security Debt	\$0	\$O
Equity		\$125,000
x Common	,	
Convertible Securities (including warrants)	\$0	\$0
Partnership Interest		\$0 \$0
Other (Specify)		\$125,000
Total		ψ120,000
Answer also in Appendix, Column 3, if filing under ULOE.		
 Enter the number of accredited and non-accredited investors who have pure securities in this offering and the aggregate dollar amounts of their purchases offerings under Rule 504, indicate the number of persons who have purchased sec and the aggregate dollar amount of their purchases on the total lines. Enter "0" if an "none" or "zero." 	s. For curities	
	Number Investors	Aggregate Dollar Amoun of Purchases
Accredited Investors		\$100,000
Non-accredited Investors	1	\$ 75,000
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 securities sold by the issuer, to date, in offerings of the types indicated, in the twelve months prior to the first sale of securities in this offering. Classify securities by type in Part C - Question 1.	ve (12) e listed	
	Type of Security	Dollar Amoun Sold
Type of Offering Rule 505	•	\$0
Regulation A		\$0
Rule 504		\$0
Total		\$0
4. a. Furnish a statement of all expenses in connection with the issuance and distributhe securities in this offering. Exclude amounts relating solely to organization expent the issuer. The information may be given as subject to future contingencies. If the a of an expenditure is not known, furnish an estimate and check the box to the left estimate.	nses of amount	
Transfer Agent's Fees		\$
Printing and Engraving Costs		\$
Legal Fees	X	\$ [5,000]
Accounting Fees		\$
Engineering Fees		
Sales Commissions (specify finders' fees separately)		
Other Expenses (banking, structuring and financing fees)		
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C. OFFERING PRICE, N	IUMBER OF INVESTORS, EXPENSES ANI	USE OF PROCEED)S
	e offering price given in response to Part C led in response to Part C - Question 4.a. This eeds to the issuer."		\$ [170,000]
 Indicate below the amount of the adjusted to be used for each of the purposes show furnish an estimate and check the box to listed must equal the adjusted gross proc Question 4.b above. 	d gross proceeds to the issuer used or propose wn. If the amount for any purpose is not know the left of the estimate. The total of the payme eeds to the issuer set forth in response to Part	sed wn, nts C -	
		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		. 🗆 \$	□ \$
Purchase of real estate		. 🗆 \$	□ \$
Purchase, rental or leasing and installation	of machinery and equipment	. 🗆 \$	□ \$
Construction or leasing of plant buildings a	and facilities	. 🗆 \$	□ \$
Acquisition of other businesses (including offering that may be used in exchange for issuer pursuant to a merger)	the value of securities involved in this the asset or securities of another	. 🗆 \$	□ \$
Repayment of indebtedness		. 🗆 \$	□ \$
Working capital		. 🗆 \$	□ \$ <u>170,000</u>
Other (specify):		. 🗆 \$	□ \$
Column Totals		. 🗆 \$	□ \$ 170,000
Total Payments Listed (column totals add	ed)	. 🗆 \$	□ \$ 170,000
	D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to be the following signature constitutes an underwritten request of its staff, the information fu	signed by the undersigned duly authorized p taking by the issuer to furnish to the U.S. Se rnished by the issuer to any non-accredited in	erson. If this notice is ecurities and Exchang vestor pursuant to pa	filed under Rule 505, ge Commission, upon ragraph (b)(2) of Rule
Issuer (Print or Type) Commercial Industrial Building Owners Alliance, Inc.	Signature M(Mmm	Date S⋅S・>	:
Name of Signer (Print or Type) Michael Marino	Title of Signer (Print or Type) President President	mt.	
	ATTENTION		

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

	E. STATE SIGNATURE		
1.	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.

- 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.
- 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) Commercial Industrial Building Owners Alliance, Inc.	Signature	Date	
Name of Signer (Print or Type) Michael Marino	Title of Signer (Print or Type) President		

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 Intendicate sell to accre inves in Sta (Part Item	non- dited tors ite B-	3 Type of security and aggregate offering price offered in state (Part C-Item 1)						5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accred- ited Inves- tors	Amount	Number of Non-Ac- credited In- vestors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA	X		Common Stock \$125,000	2	\$100,000	1	75,000			
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State Yes MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT	No	0	Number of Accredited Investors	Amount	Number of Non-Ac- credited In- vestors	Amount	Yes	No
MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT								
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