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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

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

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Name of Offering ([]) check if this is an amendment and name has changed, and	indicate change.)
RUSHMORE RECOVERIES II. LLC	
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	
Enter the information requested about the issuer	 03059908
Name of Issuer ([] check if this is an amendment and name has changed, and in RUSHMORE RECOVERIES II, LLC	ndiciate change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code)	Telephone Number
Address of Principal Business Operations (Number and Street, City, State, Zip C (Including Area Code) (if different from Executive Offices)	Code) Telephone Number
543 Broadway, Monticello, New York 12701 (845)	794-3660 ext, 215

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Type of Business Organiz	eation
[] corporation	[] limited partnership, already formed [¾] other (please specify):
[] business trust	[] limited partnership, to be formed Limited Liability Company
	. Month Year
	of Incorporation or Organization: [1]2] D] Z [k] Actual [] Estimated on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
	CN for Canada; FN for other foreign jurisdiction) [][]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> 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: <u>Five (5) copies</u> 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

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 nartnership issuers; and

Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner	[] Executive Officer	[] Director [최 General and/or Managing Partner
Full Name (Last name Lutz, Kerry	e first, if individual)		
	ce Address (Number and Street, reet, Elmsford, NY 1052)	-	ie)
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Harris Mel S.	·		
Business or Residence	e Address (Number and Street,	City, State, Zip Coo	de)
543 Broadway, M	onticello, NY 12701		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residenc	e Address (Number and Street,	City, State, Zip Coo	de)
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 Residenc	e Address (Number and Street,	City, State, Zip Cod	le)
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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Apply:				Owne	r	Off	icer			Manag Partne	
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Business or Res	idence A	Address	(Num	ber and	Street, (City, Stat	e, Zip Co	ode)			
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ull Name (Last	name fit	rst, if in	dividua	al)	**************************************						
susiness or Res	idence A	Address	(Num	ber and	Street, (City, Stat	e, Zip Co	ode)			
(Us	se blani	k sheet	, or co	py and	use ado	litional d	opies o	f this sh	eet, as n	ecessar	у.)
		····	E	B. INFOF	RMATIO	N ABOU	T OFFE	RING		<u></u> _	
I. Has the issue	r sold, a	or does	the iss	uer inter	nd to sel	l, to non-	accredite	ed invest	ors in this	§ Y€	es No
		Answe	er also	in Appe	ndix, Co	lumn 2, i	f filing ur	ider ULC	E.	-	
. What is the m	inimum	investn	nent th	at will be	e accept	ed from a	any indivi	idual?		_	0,000.00
. Does the offe	ring peri	mit joint	owner	rship of	a single	unit?	*****			Ye [x	es No
4. Enter the info directly or indire- connection with person or agent the name of the persons of such only.	ctly, any sales of of a bro broker o	/ commi securit ker or d or deale	ission (ies in t lealer (er. If mo	or simila he offeri registere ore than	r remunding. If a ped with the five (5)	eration for person to ne SEC a persons	or solicita be listed and/or wit to be liste	tion of po d is an as th a state ad are as	urchasers ssociated or state ssociated	s in I s, list	
uli Name (Last	name fir	st, if ind	dividua	1)	_						
Business or Resi	dence A	Address	(Num	ber and	Street, C	City, Stat	e, Zip Co	ode)			
Name of Associa	ited Broi	ker or D)ealer								·
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						_		t Purchas	sers			
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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 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	Am	ount Airea Sold
Debt	\$ 0	\$	0
Equity	s1,850,000	\$	0
[] Common [] Preferred Convertible Securities (including warrants)	\$ 0	\$	0
Partnership Interests	\$ 0	\$	0
Other (Specify).	\$ 0	\$	0

Aggregate

Form D

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 <u>Rule 504</u>, 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."

Accredited Investors	Number Investors 0	Dollar Amount of Purchases
Non-accredited Investors	_ 0	\$ 0
Total (for filings under Rule 504 only)	N/A	\$ N/A

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, 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

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

C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A .	\$ N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

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	[]\$
Printing and Engraving Costs	[]\$ 0
Legal Fees	[]\$ 10,000
Accounting Fees	[]\$ 0
Engineering Fees	[]\$ O
Sales Commissions (specify finders' fees separately)	[]\$ 0
Other Expenses (identify)	[]\$
Total	[]\$ 10,000

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."

\$1,840,000

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 navments listed must equal the adjusted gross proceeds.

Payments to

Form D

	Director Affiliates	s, & To	ayments thers
Salaries and fees	[] \$0	[] \$ <u>_</u>	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	[] \$_	42,661
Other (specify): Purchase of portfolio	[] \$0	[] [\$,801,339
·	[] \$ 0	[]	0
Column Totals	[] \$ 0	[]	,844,400
Total Payments Listed (column totals added)	[]	\$1,844	4,400

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 <u>Rule 502</u>.

Issuer (Print or Type)	Signature
RUSHMORE RECOVERIES II, LLC	12/04/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)
KERRY LUTZ	MANAGING MEMBER

ATTENTION

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

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No
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)	Signature Date
Name of Signer (Print or Type)	Aftie (Print or Type)

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

	2 3 Type of security			4				5 Disqualification under State ULOE		
	Intend to sell and aggregate offering price offered in state (Part B-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				(if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No	

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