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## FORM D

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

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OMB APPROVAL					
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hours per response.	1				

JAN 20 2004

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

ONLY
Serial
CEIVED

ON ON DAVIDE OF LIKE OF THE PARTY	
Name of Offering (\subseteq check if this is an amendment and name has changed, and indicate change.)	
Offering of Class A Common Units and Class B Common Units  Filing Under (Check box(es) that apply):  Rule 504 Rule 505 Rule	506 Section 4(6) ULOE
Type of Filing: New Filing  Amendment	300 Section 4(6) DODGE
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.)  ABC Window Holdings, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code) 621 S. Bon View Ave., Ontario, CA 91761	Telephone Number (Including Area Code) (909) 391-6491
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 Window manufacturing and installation	04005914
Type of Business Organization	
☐ corporation ☐ limited partnership, already formed ☐ business trust ☐ limited partnership, to be formed	other (please specify):  limited liability company
Month Year	PROCESSED
Actual or Estimated Date of Incorporation or Organization: 1 2 0 3	Solution
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation f CN for Canada: FN for other foreign jurisdiction)	for State:  DE
GENERAL INSTRUCTIONS	FINANCIAL

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 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.

SEC 1972 (6-02)

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 control number.

1 of 8



A. BASIC IDENTIFICATION DATA											
2. Enter the information reque	ested for the following	ng:									
• Each promoter of the issuer, if the issuer has been organized within the past five years;											
<ul> <li>Each beneficial owner h issuer,</li> </ul>	aving the power to v	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a class	s of equity securities of the						
<ul> <li>Each executive officer a</li> </ul>	nd director of corpo	rate issuers and of corpora	te general and managing part	ners of partnership	issuers; and						
<ul> <li>Each general and manage</li> </ul>	ging partner of partn	ership issuers.									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first, if i	ndividual)				****						
WBCP/ABC Window	WBCP/ABC Window, Inc.										
Business or Residence Address (Number and Street, City, State, Zip Code)											
227 W. Monroe, Suit	e 3500, Chicago	, IL 60606									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)	<del></del>									
Ellen Hegwer											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)									
621 S. Bon View Av	e Ontario. CA	91761									
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Howard Brand											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)	······································	<u> </u>							
621 S. Bon View Av	e., Ontario, CA	91761									
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)				······································						
David G. Chandler											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)									
621 S. Bon View Av	e., Ontario, CA	91761									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if	individual)	<u> </u>									
Robert P. Healy											
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)									
621 S. Bon View Av	e., Ontario, CA	91761									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Thomas O'Mara											
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)									
621 S. Bon View Av	e., Ontario, CA	91761									
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	s (Number and Stree	et, City, State, Zip Code)									

				В.	INFORMA	TION ABO	OUT OFFEI	RING				
											Yes	No
1. Has t	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	investors:	in this offer	ring?			$\boxtimes$
			Α	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. Wha	t is the mir	imum inve	stment tha	t will be ac	cented from	n any indi	vidual?				\$5,000	
2	. 10 410 1101				ooptou noi	(11)	, , , , , , , , , , , , , , , , , , ,					
2 Door	a tha affamie	na namait i	sint auman	ahin of a ai	nala unit?						Yes ⊠	No □
				-								
comi offer and/o	mission or ring. If a poor with a st	similar ren erson to be ate or state	nuneration listed is ar s, list the n	for solicita associated ame of the	tion of pure i person or broker or o	chasers in a agent of a dealer. If m	be paid or connection broker or concertian fin formation	with sales lealer regis ve (5) pers	of securities tered with ons to be li	the SEC sted are		
Full Na n/a	me (Last n	ame first, i	findividua	1)								
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)					
Name o	of Associate	ed Broker o	r Dealer								-	
	n Which Pe							<del></del>				
•												
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[D]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								<del></del>
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Coo	de)			<u></u>		
Name o	of Associate	ed Broker o	or Dealer		-		-			<del></del>		
	n Which Pe										Π Δ1	I States
[AL]				,	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[LA]	[ME]	[MD]	[MA]	[M]	[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 Na	me (Last n	ame first, i	f individua	1)								· · · · · · · · · · · · · · · · · · ·
Busines	ss or Resid	ence Addre	ess (Numbe	er and Stree	et, City, Sta	ate, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer					· · · · · · · · · · · · · · · · · · ·				
	n Which Pe					icit Purcha	sers					
(Ch	eck "All St	tates" or ch	eck individ	lual States)	)		•••••					ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[OM]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	OF PROCEEDS	S	
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 Pri		Amount Already Sold
	Debt	\$		\$
	Equity	\$12,278,644		\$12,278,644
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$		\$
	Partnership Interests	\$		\$
	Other (Specify)	\$		\$
	Total	\$12,278,644		\$12,278,644
	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 answer is "none" or "zero."			Aggregate
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	3		\$12,278,644
	Non-accredited Investors			\$
	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.			
	T	Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504	-		<u>\$</u>
	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.			\$
	Printing and Engraving Costs			\$
	Legal Fees		$\boxtimes$	\$5,000
	Accounting Fees			\$
	Engineering Fees			\$
	Sales Commission (specify finders' fees separately)			\$
	Other Expenses (identify)			\$
	Total		$\boxtimes$	\$5,000

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AN	ND USE OF	PROCEEDS	
b.	Enter the difference between the aggregand total expenses furnished in response gross proceeds to the issuer."	ed.	\$12,273,644		
<b>S</b> .	each of the purposes shown. If the amo	ted proceeds to the issuer used or proposed to unt for any purpose is not known, furnish an e . The total of the payments listed must equal t response to Part C – Question 4.b above.	stimate and	i	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees			\$	<u> </u>
	Purchase of real estate			\$	<u> </u>
	Purchase, rental or leasing and inst	allation of machinery and equipment		\$	<u> </u>
	Construction or leasing of plant bu	ildings and facilities		\$	□ <u>\$</u>
	offering that may be used in excha- pursuant to a merger)	cluding the value of securities involved in this nge for the assets or securities of another issue	ar ⊠		
	Working capital			\$	\$
	Other (specify):			\$	<u> </u>
				\$	□ <u>\$</u>
	Column Totals		🛛	\$613,682	\$11,659,962
	Total Payments Listed (column tot	als added)		<b>⊠</b> <u>\$1</u>	2,273,644
		D. FEDERAL SIGNATURE			: <u></u>
foll eq	owing signature constitutes an undertak- uest of its staff, the information furnishe	signed by the undersigned duly authorized peng by the issuer to furnish to the U.S. Securiting by the issuer to any non-accredited investor	es and Exc pursuant to	hange Commissi paragraph (b)(2)	on, upon written ) of Rule 502.
ssı	uer (Print or Type)	Signature			
ΑB	C Window Holdings, LLC	Bullegun		1-16-	04
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)			
Elle	en Hegwer	President			_

E. STATE SIGNATURE									
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?									
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 undertake issuer to offerees.	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
Limited Offering Exemption (ULOE) of	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 knoundersigned duly authorized person.	ows the contents to be true and has duly caused this n	otice to be signed on its l	pehalf by the						
Issuer (Print or Type)	Signature	Date							
ABC Window Holdings, LLC	Gentlegen	1-16-0	4						
Name (Print or Type)	Title (Print or Type)								

President

### Instruction:

Ellen Hegwer

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

		_				and the second s			
1	to non-a	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)  Number of Number of			Disqualification under State ULA (if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK			<u>, , , , , , , , , , , , , , , , , , , </u>		•		****		
AZ									
AR									
CA		×		2	618,682				⊠
со									
CT									
DE									
DC									
FL									
GA									
НІ								0	
ID									
IL		Ø		1	11,659,962				☒
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
М									
MN									
MS									
МО									
MT									
NE									

# APPENDIX

1	Intend to non-ac investors (Part B-	to sell excredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NV									
NH					·				
NJ									
NM									
NY									
NC									
ND									
ОН									
OK									
OR									
PA									
RI									
SC									
SD					-				
TN									
TX									
UT									
VT									
VA									
WA									
wv									
WI									
WY									
PR									