

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

OMB APPROVAL	
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05046582

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (Check if this is an amendment and name has changed, and indicate change.)
D&A U.S. Large Cap Value Fund III, L.P.

Filing under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: 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.)
D&A U.S. Large Cap Value Fund III, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)
10251 Vista Sorrento Parkway Suite 200 San Diego CA 92121

Telephone Number (Including Area Code)
619-308-9700

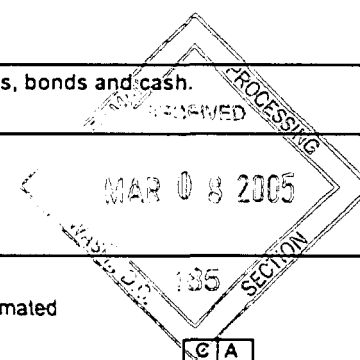
Address of Principal Business Operations (If different from Executive Offices)
(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business: A California limited partnership organized to invest primarily in equities, bonds and cash.

Type of Business Organization

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 Actual Estimated
0 3 0 0

Jurisdiction of Incorporate of 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 Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77 d(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 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 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.

PROCESSED

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

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THOMSON FINANCIAL

2. Enter the information requested for the following:

- i. Each promoter of the issuer, if the issuer has been organized within the past five years;
- ii. 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;
- iii. Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
- iv. 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)

Dunham & Associates Securities, Inc.

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

10251 Vista Sorrento Parkway,Suite 200 San Diego CA 92121

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

Full Name(Last name first, if Individual)

Dunham Jeffrey A

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

10251 Vista Sorrento Parkway,Suite 200 San Diego CA 92121

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

Full Name(Last name first, if Individual)

Iverson Denise

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

10251 Vista Sorrento Parkway,Suite 200 San Diego CA 92121

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....

\$ \$ 250,000.00

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 purchases 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 a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) **Empire Financial Group, Inc.**

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

1385 West State Rd. Langwood, FL 32750

Name of Associated Broker or Dealer **Empire Financial Group, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check *All States or check individual States)..... All States

(AL) <input type="checkbox"/>	(AK) <input type="checkbox"/>	(AZ) <input type="checkbox"/>	(AR) <input type="checkbox"/>	(CA) <input type="checkbox"/>	(CO) <input type="checkbox"/>	(CT) <input type="checkbox"/>	(DE) <input type="checkbox"/>	(DC) <input type="checkbox"/>	(FL) <input type="checkbox"/>	(GA) <input type="checkbox"/>	(HI) <input type="checkbox"/>	(ID) <input type="checkbox"/>
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Full Name (Last name first, if individual) **H-Beck, Inc.**

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

11140 Rockville Pike Rockville, MD 20852

Name of Associated Broker or Dealer **H. Beck, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check *All States or check individual States)..... All States

(AL) <input checked="" type="checkbox"/>	(AK) <input checked="" type="checkbox"/>	(AZ) <input checked="" type="checkbox"/>	(AR) <input checked="" type="checkbox"/>	(CA) <input checked="" type="checkbox"/>	(CO) <input checked="" type="checkbox"/>	(CT) <input checked="" type="checkbox"/>	(DE) <input checked="" type="checkbox"/>	(DC) <input checked="" type="checkbox"/>	(FL) <input checked="" type="checkbox"/>	(GA) <input checked="" type="checkbox"/>	(HI) <input checked="" type="checkbox"/>	(ID) <input checked="" type="checkbox"/>
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Full Name (Last name first, if individual) **OMNI Brokerage, Inc.**

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

10542 S. Jordan Gateway, Suite Salt Lake City, UT 84095

Name of Associated Broker or Dealer **OMNI Brokerage, 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]
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- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) **G.A.Repple & Company**

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

101 Normandy Rd., Suite 101 Casselberry, FL 32707

Name of Associated Broker or Dealer **G.A. Repple & Company**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check *All States or check individual States)..... All States

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Full Name (Last name first, if individual) **Spelman & Co., Inc.**

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

2800 North Central Avenue Phoenix, AZ 85004

Name of Associated Broker or Dealer **Spelman & Co., Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check *All States or check individual States)..... All States

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Full Name (Last name first, if individual) **Financial West Group**

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

2663 Townsgate Rd. Westlake Villag, CA 91361

Name of Associated Broker or Dealer **Financial West Group**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check *All States or check individual States)..... All States

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Full Name (Last name first, if individual) **First Montauk Securities Corp.**

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

328 Newman Springs Rd. Red Bank, NJ 07701

Name of Associated Broker or Dealer **First Montauk Securities Corp.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check *All States or check individual States)..... All States

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Full Name (Last name first, if individual) **Sigma Financial Corporation**

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

4261 Park Road Ann Arbor, MI 48103

Name of Associated Broker or Dealer **Sigma Financial Corporation**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual) **Sentra Securities Corporation**

Business or Residence Address (Number and Street, City, State, Zip Code)
2800 North Central Avenue Phoenix, AZ 85004

Name of Associated Broker or Dealer **Sentra Securities Corporation**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual) **IMS Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)
1500 City West Blvd., Suite 50 Houston, TX 77042

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

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States)..... All States

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Full Name (Last name first, if individual) **Medallion Investment Services, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)
811 Richie Highway Severna Park, MD 21146

Name of Associated Broker or Dealer **Medallion Investment Services, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual) **Monterey Bay Securities, Inc.**

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

11 Seascape Village Aptos, CA 95003

Name of Associated Broker or Dealer

Monterey Bay Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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Full Name (Last name first, if individual) **Mid-Atlantic Securities, Inc.**

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

308 Andreson Dr., Suite 207 Raleigh, NC 27609

Name of Associated Broker or Dealer

Mid-Atlantic Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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Full Name (Last name first, if individual) **The Seidler Companies Incorporated**

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

515 South Figueroa St., Suite Los Angeles, CA 90017

Name of Associated Broker or Dealer

The Seidler Companies Incorporated

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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Full Name (Last name first, if individual) **Centaurus Financial, Inc.**

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

333 City Blvd., West Suite 201 Orange, CA 92868

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

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check *All States or check individual States).....

All States

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- [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) **QA3 Financial Corp.**

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

One Valmont Plaza, 4th Fl. Omaha, NE 68154

Name of Associated Broker or Dealer **QA3 Financial Corp.**

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) **American Investors Company**

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

75 Dublin Blvd., Suite D-169 Dublin, CA 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] [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) **C.J.M. Planning Corp.**

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

223 Wanaque Avenue Pompton Lakes, NJ 07442

Name of Associated Broker or Dealer **C.J.M. Planning Corp.**

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) **United Planners Financial Services of America**

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

7333 E. Doubletree Road, Suite Scottsdale, AZ 85258

Name of Associated Broker or Dealer **United Planners Financial Services of America**

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) **United Heritage Financial Services, Inc.**

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

707 East United Heritage Court Meridian, ID 83642

Name of Associated Broker or Dealer **United Heritage 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) **Walnut Street Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)
400 S. 4th Street, Suite 1000 Saint Louis, MO 63102

Name of Associated Broker or Dealer **Walnut Street Securities, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check *All States or check individual States).....

All States

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

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	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities(including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ <u>\$100,000,000.00</u>	\$ <u>\$65,376,134.34</u>
Other(Specify _____).....	\$ _____	\$ _____
Total.....	\$ <u>\$100,000,000.00</u>	\$ <u>\$65,376,134.34</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 answer is "none" or "zero".

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>56</u>	\$ <u>\$65,376,134.34</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>\$0.00</u>
Total(for filing 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 securities	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Regulation 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.....	<input checked="" type="checkbox"/>	<u>\$0.00</u>
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	<u>\$1,000.00</u>
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$4,000.00</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	<u>\$0.00</u>
Engineering Fees.....	<input checked="" type="checkbox"/>	<u>\$0.00</u>
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	<u>\$1,000,000.00</u>
Other Expenses(Identify).....	<input checked="" type="checkbox"/>	<u>\$0.00</u>
Total.....	<input checked="" type="checkbox"/>	<u>\$1,005,000.00</u>

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.".....

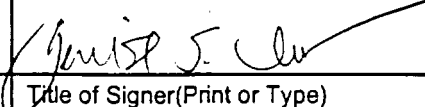
\$ \$98,995,000.00

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, & Affillates		Payments to Others
Salaries and fees.....	<input checked="" type="checkbox"/> \$	<u>\$430,000.00</u>	<input checked="" type="checkbox"/> \$	<u>\$500,000.00</u>
Purchase of real estate.....	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>
Purchase,rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/> \$	<u>0</u>	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>
Acquisition of other business (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 checked="" type="checkbox"/> \$	<u>\$0.00</u>	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>
Repayment of indebtedness.....	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>
working capital.....	<input checked="" type="checkbox"/> \$	<u>\$98,065,000.00</u>	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>
Other(specify): _____				
_____	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>	<input checked="" type="checkbox"/> \$	<u>\$0.00</u>
Column Totals.....	<input checked="" type="checkbox"/> \$	<u>\$98,495,000.00</u>	<input checked="" type="checkbox"/> \$	<u>\$500,000.00</u>
Total Payments Listed(column totals added).....			<input checked="" type="checkbox"/> \$	<u>\$ 98,995,000.00</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 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) D&A U.S. Large Cap Value Fund III, L.P.	Signature 	Date FEB 18 2005
Name of Signer(Print or Type) Denise Iverson	Title of Signer(Print or Type) Chief Financial Officer	

ATTENTION

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

1 State	2 Intend to sell to non-accredited investors in State		3 Type of Security and aggregate offering price offered in state	4 Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
	Yes	No	Partnership Interest \$ 100,000,000.00	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X		39	8,323,305.00				X
CO									
CT		X		1	\$ 47,500.00				X
DE									
DC									
FL		X		2	2,328,767.52				X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X		3	\$ 69,814.95				X
MI									
MN									
MS									
MO									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State		3 Type of Security and aggregate offering price offered in state Partnership Interest \$ 100,000,000.00	4 Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver/grated)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT		X		1	\$ 52,274.04				X
NE									
NV		X		7	53,726,817.2				X
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA		X		2	\$ 578,952.00				X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

Foreign Investments total \$