FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM D

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



SE	C Use	Only
Prefix		Serial

DATE RECEIVED

SEC 1972(2-97)

1321887

Name of Offering (check if this is an amendment and name has changed, and	indicate change.)
Nassau Lakes Investors, LLC - \$1,500,000 Offering of LLC mer	nbership interests ("Investor Units")
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 Type of Filing: ☐ New Filing ☐ Amendment	☐ Rule 506 ☐ Section 4(6) ☐ ULOE
A. BASIC IDENTIFICATION I	DATA
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and Nassau Lakes Investors, LLC	indicate change.)
Address of Executive Offices (Number of Street, City, State, Zip Code)	Telephone number (including
area code) 17124 North Brook Trail, Chagrin Falls, Ohio 44023	(440) 543-4137
Address of Principal Business Operations (Number and Street, City, State, programme acode) (if different from Executive Offices)	
Brief Description of Business	8 6 2005
Real estate investment	DMSON =
Type of Business Organization corporation	ANCIAL Other (please specify): Limited Liability Company
Actual or Estimated Date of Incorporation or Organization: U3 U5 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other foreign j	
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exempt 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 sectithe U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is if received at that address after the date on which it is due, on the date it was mail that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., V. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of who manually signed must be photocopies of the manually signed copy or bear typed of Information Required: A new filing must contain all information requested. Amend offering, any changes thereto, the information requested in Part C, and any materia 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 Exempthat have adopted ULOE and that have adopted this form. Issuers relying on ULO: Administrator in each state where sales are to be, or have been made. If a state reclaim for the exemption, a fee in the proper amount shall accompany this form. The accordance with state law. The Appendix to the notice constitutes a part of this notice in the appendix to the notice constitutes a part of this notice.	derities in the offering. A notice is deemed filed with received by the SEC at the address given below or, ed by United States registered or certified mail to Washington, D.C. 20549. Washington, D.C
Failure to file notice in the appropriate state will not result in loss of the fede appropriate federal notice will not result in a loss of an available state exemp	
the filing of a federal notice.	rivad in this form
Potential persons who are to respond to the collection of information conto	uneu in inis jorm

are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

Enter the information requested for the following:

 Each promoter of the issuer, if the Each beneficial owner having the equity securities of the issuer; 		-	•)% or	more of a class of
 Each executive officer and direct 	or of corporate issuers a	nd of corporate general	and managing p	partn	ers of partnership
issuers; andEach general and managing part	tner of partnership issue	ers.			
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individual) Nassau Lakes Investor Manager	, LLC		_	***************************************	
Business or Residence Address (Number 17124 North Brook Trail, Chag			-		
Check Box(es) that Apply: 🛛 Promoter	☐ Beneficial Owner	☐ Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individual) Capital Equity Group, Inc.					
Business or Residence Address (Number 17124 North Brook Trail, Chag					
Check Box(es) that Apply: 🛛 Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual) Titan Nassau Investors, LLC					
Business or Residence Address (Number 15 South Main Street, Suite 90			and the second s		
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 (Number	and Street, City, State, 2	Zip Code)			
Check Box(es) that Apply:	☐ Beneficial Owner	☐ Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address (Number	and Street, City, State, 2	Zip Code)			
Check Box(es) that Apply:	☐ Beneficial Owner	☐ Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if individual)					***************************************
Business or Residence Address (Number	and Street, City, State, 2	Zip Code)			
(Use blank sh	neet, or copy and use add	litional copies of this she	eet, as necessar	v)	

. Has	the issuer	sold, or do	es the is	suer intend	to sell, to	non-accr	edited inve	stors in th	nis offering		Yes	No
				Answer also	in Appen	dix, Colu	mn 2, if fili	ng under l	ULOE.			_
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MT]	[NE]	[NV] XX	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS

	securities offered for exchange and already exchanged.		Aggregat		An	nount Already
	'ype of Security	Of	fering Pr	ıce		Sold
D	Debt	\$	0		\$	0
E	Cquity	\$	0		\$	0
	☐ Common ☐ Preferred					
C	Convertible Securities (including warrants)	\$	0		\$	0
Р	Partnership Interests	\$	0		\$	0
C	Other (LLC Investor Units & Tenant In Common Interests)	\$	1,500,0	00	\$	593,000
Т	Otal	.\$	1,500,0	00	\$	593,000
	Angeres also in Angere dia Calenna 2 if filing and a III OF					
5 .	Answer also in Appendix, Column 3, if filing under ULOE.					
in this 504, i	the number of accredited and non-accredited investors who have purchased secures offering and the aggregate dollar amounts of their purchases. For offerings unde indicate the number of persons who have purchased securities and the aggregate of nt of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."	r Ru lolla	ıle			
			Number nvestors		Do	Aggregate Illar Amount Purchases
	Accredited Investors		10		\$	593,000
	Non-accredited Investors		0		\$	0
	Total (for filings under Rule 504 only)		0		\$	0
	Answer also in Appendix, Column 4, if filing under ULOE.					
	Thrower also his appointment, obtained to the second of th					
all sec (12) n	s filing is for an offering under Rule 504 or 505, enter the information requested for curities sold by the issuer, to date, in offerings of the types indicated, in the twelve nonths prior to the first sale of securities in this offering. Classify securities by typ in Part C - Question 1.	e				
all sec (12) n listed	s filing is for an offering under Rule 504 or 505, enter the information requested for curities sold by the issuer, to date, in offerings of the types indicated, in the twelve nonths prior to the first sale of securities in this offering. Classify securities by typ	e T	Type of Security		Do	ollar Amount Sold
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all sec (12) m listed T	Siling is for an offering under Rule 504 or 505, enter the information requested for curities sold by the issuer, to date, in offerings of the types indicated, in the twelve norths prior to the first sale of securities in this offering. Classify securities by typ in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Purnish a statement of all expenses in connection with the issuance and distribution his offering. Exclude amounts relating solely to organization expenses of the issue given as subject to future contingencies. If the amount of an expenditure is not known the continue of the estimate. Transfer Agent's Fees	e TSS	f the sec	nation i an esti	\$_ \$_ \$_ in may ! mate	Sold
all sec (12) m listed T	Silling is for an offering under Rule 504 or 505, enter the information requested for curities sold by the issuer, to date, in offerings of the types indicated, in the twelve nonths prior to the first sale of securities in this offering. Classify securities by typ in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Purnish a statement of all expenses in connection with the issuance and distribution his offering. Exclude amounts relating solely to organization expenses of the issue given as subject to future contingencies. If the amount of an expenditure is not known the check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	e TS	f the sec	nation r an estin	\$_ \$_ \$_ in may 1 mate	Sold De 1,000
all sec (12) m listed T	Silling is for an offering under Rule 504 or 505, enter the information requested for curities 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 typ in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Purnish a statement of all expenses in connection with the issuance and distribution his offering. Exclude amounts relating solely to organization expenses of the issue given as subject to future contingencies. If the amount of an expenditure is not known that the contingencies is not known the contingencies are approximated by the contingencies of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	e TS	f the sec The information, furnish	nation ran estim	\$_ \$_ \$_ sin may 1 mate	Sold De 1,000
all sec (12) m listed T	stiling is for an offering under Rule 504 or 505, enter the information requested for curities 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 typ in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Purnish a statement of all expenses in connection with the issuance and distribution his offering. Exclude amounts relating solely to organization expenses of the issue given as subject to future contingencies. If the amount of an expenditure is not known the check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	e TSS	f the sec	nation ran estimation ran estimation range in the state i	\$_ \$_ \$_ sin may 1 mate \$ \$ \$	Sold De 1,000
all sec (12) m listed T	s filing is for an offering under Rule 504 or 505, enter the information requested for curities sold by the issuer, to date, in offerings of the types indicated, in the twelve nonths prior to the first sale of securities in this offering. Classify securities by typ in Part C - Question 1. Type of Offering Rule 505	e TSS	f the sec	nation i	\$_\$_\$_iin may 1 \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Sold 1,000 20,000

b.		e offering price given in response to Part C - Question o Part C - Question 4.a. This difference is the "adjuste				\$	1,335,0	000
ea ch	ch of the purposes shown. If the amount for	s proceeds to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and otal of payments listed must equal the adjusted gross art C - Question 4.b. above.	r	Ľ	ayments to Officers, birectors & Affiliates			ments To Others
Sa	aries and fees.		\boxtimes	\$	75,000		□ \$	0
Pu	rchase of real estate			\$	0		⊠ \$1	,200,000
Pu	rchase, rental, or leasing and installation of n	nachinery and equipment		\$	0		□ \$	0
Co	nstruction or leasing of plant buildings and f	acilities		\$	0		□ \$	0
off pu Re We	payment of indebtednessorking capital (capital expenditure and renov	ation reserves)		\$ \$	0 0 0			0 0 60,000
Ot	ner (specify): <u>acquisition and transaction cos</u>	ts, closing costs, and loan fees		\$	0		⊠ \$	
Co			\boxtimes	\$	75,000		⊠ \$	1,260,000
То	tal Payments Listed (column totals added)		□ \$1,335,000					
ne foll	owing signature constitutes an unde request of its staff, the information	D. FEDERAL SIGNATURE e signed by the undersigned duly authorized rtaking by the issuer to furnish to the U. S. Surnished by the issuer to any non-accredited	Secu:	riti	es and Exc	hang	e Comr	nission, up
	(print or type) .u Lakes Investors, LLC	Signature J.			Date 3	-4	-05	······································
	of Signer (print or type)	Title of Signer (print or type)						

ATTENTION

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

	E. STATE SIGNATURE		
۱.	Is any party described in 17 CFR 230.252 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 administrators of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such time 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 information and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized persons.

Issuer (print or type) Nassau Lakes Investors, LLC	Signature A	Date 3-21-05
Name of Signer (print or type) Mark G. Tiefel	Title of Signer (print or type) President of Capital Equity Group, Inc., t Member of the Issuer's Manager	he Sole

Instruction:

Print the name and title of the signing representative under this 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

Type of security Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price of investor and amount purchased in State expl. (Part C-Item 1) Type of security and aggregate offering price amount purchased in State expl. (Part C-Item 2)	5			3 4						1			
State Yes	equalification ander State LOE (if yes, attach planation of aiver granted art E-Item 1)	unde: ULOE att explan waiver		chased in State	amount pur		and aggregate offering price offered in state	accredited rs in State	to non-accredited investors in State				
AL	s No	Ves	Amount	Non-Accredited	Amount	Accredited	\$1,500,000 in Investor Units	No	Ves	State			
AZ AR CA X S1,500,000 1 S90,000 0 CO CT DE DC FL X S1,500,000 1 S90,000 0 0 GA HI ID IL IN IA KS KY LA ME MD MA MI		100		I I I I I I I I I I I I I I I I I I I		2211001010	,		100				
AR										AK			
CA										AZ			
X S1,500,000 1 S90,000 0										AR			
CT DE DC S1,500,000 FL x S1,500,000 1 S90,000 0 GA HI ID IL IN IA KS KY LA ME MD MA MI MI	х			0	\$90,000	1	\$1,500,000	х		CA			
DE										CO			
DC x \$1,500,000 1 \$90,000 0 GA HI ID ID										CT			
FL x \$1,500,000 1 \$90,000 0 GA HI ID IL IN IA KS KY LA ME MD MA MI			:							DE			
X S1,500,000 1 S90,000 0			:							DC			
HI ID ID IL IN IN IA IN IN IA IN IN IA IN IN IA IN IN IN IA IN	х			0	\$90,000	1	\$1,500,000	x		FL			
ID IL IN IN IA KS KY LA ME MD MA MI										GA			
IL IN										HI			
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ME MD MA MI										KY			
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MN									_	MI			
										MN			
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APPENDIX

1	ſ	2	3	3 4						
	to non-	d to sell accredited rs in State 3-Item 1)	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)	
State	Yes	No	\$1,500,000 in Investor Units	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
MT										
NE										
NV										
NH										
NJ										
NM							-			
NC		x	\$1,500,000	1	\$90,000	0			x	
ND	<u> </u>									
ОН		x	\$1,500,000	7	\$323,000	0			х	
ОК		<u> </u>			-					
OR										
PA									1	
RI										
SC									+	
SD										
TN								-		
TX										
UT										
VT										
VA										
WA										
WV									-	
WI									-	
WY										
PR									 	
		26067 0219								

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