

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

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OMB APPROVAL
OMB Number: 3235-0076

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THOMSON
FINANCIAL

FORM D

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

Name or Offering (check if this is an amendment and name has changed, and indicate change.)
Tenant in common interests in RMBC

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.)
ARI - RMBC, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
27432 Calle Arroyo, San Juan Capistrano, CA 92675 949-481-6738

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: **Acquire and operate an interest in RMBC, (1) Red Mountain Corporate Center, a two-story, 126,042 square foot Class A suburban office building with a stand alone, one-story 6,196 square foot retail building located on approximately 9.9 acres in Phoenix, Arizona (the "Red Mountain Property"), and (2) Black Canyon Commerce Park, a three-building, 181,581 square foot Class A office park located on approximately 16.0 acres in Phoenix, Arizona, and offer and sell tenant in common interests in such property.**

Type of Business Organization

corporation limited partnership, already formed other (please specify): limited liability company, already formed

business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

0 4 0 5

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
 CN for Canada; FN for other foreign jurisdiction) **D E**

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 the 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.

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.

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 Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Argus Realty Investors, LP

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

27432 Calle Arroyo, San Juan Capistrano, CA 92675

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

Full Name (Last name first, if individual)

Gee, Richard

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

27432 Calle Arroyo, San Juan Capistrano, CA 92675

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

Full Name (Last name first, if individual)

Snodgrass, Timothy E.

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

27432 Calle Arroyo, San Juan Capistrano, CA 92675

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, Zip Code)

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, Zip Code)

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, Zip Code)

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, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

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

2. What is the minimum investment that will be accepted from any individual?..... **\$87,000**
 (Issuer reserves the right to sell fractional tenant in common interests.) Yes No

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 purchasers 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)

Meo, Bryron Anton

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

3452 E. Foothill Boulevard, Suite 200, Pasadena, CA 91107

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

Full Name (Last name first, if individual)

Hartness, David John

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

1785 Linwood Street, Unit 9, San Diego, CA 92110

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]XX [AR] [CA]XX [CO]XX [CT] [DE] [DC] [FL]XX [GA] [HI]XX [ID]X
 [IL] [IN]XX [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]X
 [RI]XX [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Piciucco, Angelo Michael

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

14300 N. Northsight Blvd., Suite 201, Scottsdale, AZ 85260

Name of Associated Broker or Dealer

Sunset 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]XX [AR] [CA]XX [CO]XX [CT] [DE] [DC] [FL]XX [GA] [HI] [ID]]
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN]XX [MS] [MO]
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 [RI] [SC] [SD] [TN] [TX]XX [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Full Name (Last name first, if individual)

Nielson, Christina

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

333 City Boulevard West, Suite 1700, Orange, CA 92868

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]XX	[AR]	[CA]XX	[CO]	[CT]	[DE]	[DC]	[FL]XX	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]XX	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Setser, Robert

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

111 Anza Boulevard, Suite 330, Burlingame, CA 94010

Name of Associated Broker or Dealer

Berthel, Fisher & Company 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]XX	[AK]XX	[AZ]XX	[AR]XX	[CA]XX	[CO]XX	[CT]XX	[DE]XX	[DC]XX	[FL]XX	[GA]XX	[HI]	[ID]X
[IL]XX	[IN]XX	[IA]XX	[KS]XX	[KY]XX	[LA]XX	[ME]XX	[MD]XX	[MA]XX	[MI]XX	[MN]XX	[MS]XX	[MO]X
[MT]XX	[NE]XX	[NV]XX	[NH]	[NJ]XX	[NM]XX	[NY]	[NC]XX	[ND]XX	[OH]XX	[OK]XX	[OR]XX	[PA]X
[RI]XX	[SC]XX	[SD]XX	[TN]XX	[TX]XX	[UT]XX	[VT]XX	[VA]XX	[WA]XX	[WV]XX	[WI]XX	[WY]XX	[PR]

Full Name (Last name first, if individual)

Woon, Warren Wee Lin

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

1314 S. King Street, Suite 605, Honolulu, HI 96814

Name of Associated Broker or Dealer

Brookstreet Securities Corporation

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]XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]XX	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]XX	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]XX	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]XX	[PA]X
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]XX	[WA]XX	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Brown, Renee

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

105 Fifth Avenue S., Suite 300, Minneapolis, MN 55401

Name of Associated Broker or Dealer

CapitalQuest Securities, 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]XX	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]XX	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]XX	[TN]	[TX]XX	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]XX	[WY]	[PR]

Full Name (Last name first, if individual)

Park, David Sung Wook

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

9300 Wilshire Boulevard, Suite 420, Beverly Hills, CA 90212

Name of Associated Broker or Dealer

Brookstreet Securities Corporation

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]XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Hill, Marilee Ann

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

5308 MacArthur Boulevard, N.W., Washington, DC 20016

Name of Associated Broker or Dealer

Steven L. Falk & Associates, 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]XX	[CO]	[CT]	[DE]	[DC]XX	[FL]XX	[GA]XX	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]XX	[MD]XX	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]XX	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Lau, John On-Kwok

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

181 2nd Avenue, Suite 600, San Mateo, CA 94401

Name of Associated Broker or Dealer

Next 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]	[AK]	[AZ]	[AR]XX	[CA]XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]XX	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Bernhardt, Gregory

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

3478 Buskirk Avenue, Suite 1000, Pleasant Hill, CA 94523

Name of Associated Broker or Dealer

Investors Capital 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]XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Bax, Kathryn (Kathy)

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

2020 South Jones Boulevard, Las Vegas, NV 89146

Name of Associated Broker or Dealer

Capital Growth Resources

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

(Check "All States" or check individual States)

All States

[AL]	[AK]	[AZ]XX	[AR]	[CA]XX	[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)

Pacific West Securities, Inc.

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

One Renton Place, 555 S. Renton Village Place, Suite 700, Renton, WA 98055

Name of Associated Broker or Dealer

Pacific West Securities, Inc.

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

(Check "All States" or check individual States)

All States

[AL]	[AK]XX	[AZ]XX	[AR]	[CA]XX	[CO]XX	[CT]XX	[DE]	[DC]XX	[FL]XX	[GA]XX	[HI]XX	[ID]X
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[RI]	[SC]	[SD]	[TN]	[TX]XX	[UT]XX	[VT]	[VA]XX	[WA]XX	[WV]	[WI]XX	[WY]	[PR]

Full Name (Last name first, if individual)

Evans, John Brent

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

4527 S. 2300 East, Suite 203, Salt Lake City, UT 84117

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]XX	[AR]	[CA]XX	[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]XX	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Lazear, David

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

5075 Shoreham Place, Suite 200, San Diego, CA 92122

Name of Associated Broker or Dealer

Independent Financial Group, LLC

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]XX	[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]

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	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify Tenant in Common Interests	\$ _____	\$ 17,400,000
Total.....	\$ _____	\$ 17,400,000

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	31	\$ 17,400,000
Non-accredited Investors	-0-	\$ -0-
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.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4a. 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 type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 1,305,000
Other Expenses (identify) Marketing Allowance, Due Diligence Allowance and other Offering Expenses	<input checked="" type="checkbox"/>	\$ 722,000
Total.....	<input checked="" type="checkbox"/>	\$ 2,027,000

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

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." **\$15,373,000**

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 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, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/>	\$ _____	\$ _____
Purchase of real estate	<input checked="" type="checkbox"/>	\$ 1,020,000	\$ 12,500,000
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____	\$ _____
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 type="checkbox"/>	\$ _____	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	\$ _____
Working capital (Reserves).....	<input checked="" type="checkbox"/>	\$ _____	\$ 428,000
Other (specify): (Promotional Fee)		\$ 565,000	\$ _____
Loan Fees and Lender Legal Fees	<input checked="" type="checkbox"/>	\$ _____	\$ 440,000
Carrying Costs and Closing Costs	<input checked="" type="checkbox"/>	\$ _____	\$ 420,000
Column Totals	<input checked="" type="checkbox"/>	\$ 1,585,000	\$ 13,788,000
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/> \$ 15,373,000

D. FEDERAL SIGNATURES

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 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) ARI - RMBC, LLC	Signature 	Date 7-6-05
Name of Signer (Print or Type) Richard Gee	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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

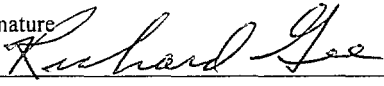
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) 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) ARI - RMBC, LLC	Signature 	Date 7-6-05
Name (Print or Type) Richard Gee	Title (Print or Type) Chief Executive Officer	

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 State	2 Intend to sell to non-accredited investors in State		3 Type of security and aggregate offering price offered in State \$17,400,000 in Tenant in Common Interests ("Interests")	4 Type of Investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	Interests - \$17,400,000						X
AK		X	Interests - \$17,400,000	1	696,000				X
AZ		X	Interests - \$17,400,000						X
AR		X	Interests - \$17,400,000						X
CA		X	Interests - \$17,400,000	15	8,125,800				X
CO		X	Interests - \$17,400,000						X
CT		X	Interests - \$17,400,000						X
DE		X	Interests - \$17,400,000						X
DC		X	Interests - \$17,400,000						X
FL		X	Interests - \$17,400,000						X
GA		X	Interests - \$17,400,000						X
HI		X	Interests - \$17,400,000	1	1,496,400				X
ID		X	Interests - \$17,400,000						X
IL		X	Interests - \$17,400,000						X
IN		X	Interests - \$17,400,000						X
IA		X	Interests - \$17,400,000						X
KS		X	Interests - \$17,400,000						X
KY		X	Interests - \$17,400,000						X
LA		X	Interests - \$17,400,000						X
ME		X	Interests - \$17,400,000						X
MD		X	Interests - \$17,400,000						X
MA		X	Interests - \$17,400,000						X
MJ		X	Interests - \$17,400,000						X
MN		X	Interests - \$17,400,000	2	922,200				X
MS		X	Interests - \$17,400,000						X
MO		X	Interests - \$17,400,000						X
MT		X	Interests - \$17,400,000						X
NE		X	Interests - \$17,400,000						X
NV		X	Interests - \$17,400,000	1	87,000				X
NH		X	Interests - \$17,400,000						X
NJ		X	Interests - \$17,400,000						X
NM		X	Interests - \$17,400,000						X

APPENDIX

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		\$17,400,000 in Tenant in Common Interests ("Interests")	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
NY									
NC		X	Interests - \$17,400,000						X
ND		X	Interests - \$17,400,000						X
OH		X	Interests - \$17,400,000						X
OK		X	Interests - \$17,400,000						X
OR		X	Interests - \$17,400,000	1	1,148,400				X
PA		X	Interests - \$17,400,000						X
RI		X	Interests - \$17,400,000						X
SC		X	Interests - \$17,400,000						X
SD		X	Interests - \$17,400,000						X
TN		X	Interests - \$17,400,000						X
TX		X	Interests - \$17,400,000						X
UT		X	Interests - \$17,400,000						X
VT		X	Interests - \$17,400,000						X
VA		X	Interests - \$17,400,000	2	1,113,600				X
WA		X	Interests - \$17,400,000	7	3,288,600				X
WV		X	Interests - \$17,400,000						X
WI		X	Interests - \$17,400,000	1	522,000				X
WY		X	Interests - \$17,400,000						X
PR									