

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



1320453

05062434

### FORM D

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

SEC USE ONLY									
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UNIFORM LIMITED OFFERING EXEMI	PTION
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	<b>☑</b> ULOE
Type of Filing:	PROCESSED
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	AUG 04 2005
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) Wilkinson 1031, LLC through its affiliate, Wilkinson Bayview, LLC	FHOMSON FINANCIAL
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
402 E. Yakima Ave., 12th floor, Yakima, WA 98901	509-853-2442
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	
structuring and issuing tenant in common interests in real estate	
Type of Business Organization  corporation limited partnership, already formed business trust limited partnership, to be formed	lease specify): limited liability company
Month Year  Actual or Estimated Date of Incorporation or Organization: 0 7 0 4 Actual Estin  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State  CN for Canada; FN for other foreign jurisdiction)	nated : [A] (Washington State)

#### 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 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 predictated on the filing of a federal notice.

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#### 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 partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Executive Officer Promoter Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Wilkinson Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 710 Lynch Lane, Yakima, WA 98901 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Wilkinson, James T. Business or Residence Address (Number and Street, City, State, Zip Code) 402 E. Yakima Ave., 12th floor, Yakima, WA 98903 Beneficial Owner Check Box(es) that Apply: Promoter Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Wilkinson (Russell L.) (beneficial owner and executive officer of Wilkinson Corporation) (Number and Street, City, State, Zip Code) Business or Residence Address 710 Lynch Lane, Yakima, WA 98901 Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter ☐ Director 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: ☐ Beneficial Owner Executive Officer General and/or Promoter Director 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: Beneficial Owner General and/or Promoter Executive Officer Director Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)

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

(Number and Street, City, State, Zip Code)

Business or Residence Address

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?   S   Answer also in Appendix, Column 2, if filting under ULOE.   S 78.223.46					i.	B. I	NFORMAT	ION ABOU	T OFFERI	NG				
Answer also in Appendix, Column 2, if filling under ULOE.  2. What is the minimum investment that will be accepted from any individual?	1	77 41	:1			_41	11 4	1!4 !		41-1	· 0			
2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remaineration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed it an associated person or agent of a broker or dealer given or beater, when the solicit of the property of the person 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)  OMNI Prokersel de Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	1.	mas the	issuer son	a, or does ti							=			×
3. Does the offering permit joint ownership of a single unit?  Yes No  A 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 lasted 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 romby.  Business or Residence Address (Number and Street, City, State, Zip Code) 10542 South Jondan Gateway, Suite 330, Salt Lake City, UT 84095  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States).  ALL ALL ALL ALL ALL ALL ALL ALL ALL AL	2	W/b = 4 !=	4h						_				¢ 78.	223.46
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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 agen for a broker or dealer resistered 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)  OMNI Brokerage, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  10542 South Jordan Gateway, Suite 330, Salt Lake City, UT 84095  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All States  (Check "All States" or check individual States)  All States  All States  All States  All States  Full Name (Last name first, if individual)  Derderian, Hasmig  Business or Residence Address (Number and Street, City, State, Zip Code)  230 Park Ave, Suite 1546, NY, NY 10169  Name of Associated Broker or Dealer  K-One  All States  (Check "All States" or check individual States)  All States  All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All States  All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All States  All Ak AZ AR GA CO CT DE DC PT GA HT DD MM	3.	Does th	e offering	permit join	t ownershi	ip of a sing	gle unit?		************		• • • • • • • • • • • • • • • • • • • •			
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3.	. Does the offering permit joint ownership of a single unit?												No <b>E</b>
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2.	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?										<sub>\$</sub> 78,	\$ 78,233.46	
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3.	Does the offering permit joint ownership of a single unit?												×
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Nan	ne of Ass	sociated Br	oker or Dea	ıler									
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers			·			
	(Check	"All States	" or check	individual	States)	***************************************		••••••	••••••	•••		☐ All	States
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA 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 the 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.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	\$
	Equity	§	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify tenants in common )	8,526,649.00	\$ 8,526,649.00
	Total	8,526,649.00	\$ 8,526,649.00
	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	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	25	\$ 8,326,649.00
	Non-accredited Investors	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		\$ 0.00
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 insurer. 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		\$ 155,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$ 596,865.00
	Other Expenses (identify) Due Diligence Fee, etc.		§ 170,533.00
	Total		§ 922,398.00

200	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
an	nd total expenses furnished in response to Part C — Question 4 a. This difference is the "adjusted gross

James T. Wilkinson

	•			
	b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C—proceeds to the issuer."	Question 4.a. This difference is th	e "adjusted gross	\$
5.	Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Par	ny purpose is not known, furnish f the payments listed must equal th	an estimate and	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	······································	\$_940,000.00	<b></b>
	Purchase of real estate		\$	\$ 6,000,000.00
	Purchase, rental or leasing and installation of mand equipment	chinery		
	Construction or leasing of plant buildings and fac	cilities	\$	\$
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass issuer pursuant to a merger)	ets or securities of another		
	Repayment of indebtedness			_
	Working capital		<del>-</del>	_
	Other (specify): Mortgage broker and lender fe	es and loan costs		136.234.00
	Organization and marketing expenses, closing or			<b>4 -</b>
	Wilkinson 1031, LLC on a nonaccountable bas	s	🗾 💲 528,017.00	
	Column Totals		<u>7</u> \$ 1,468,017.00	<b>/</b> \$ 6,136,234.00
	Total Payments Listed (column totals added)			04,251.00
3.5		D. FEDERAL SIGNATURE	<b>1</b>	
sign	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to furnished by the issuer to any non-acc	rnish to the U.S. Securities and Ex	son. If this notice is filed under Rul schange Commission, upon written	
 Issu	er (Print or Type)	Signature	Date	
۱۸/i	kinson 1031 LLC		July 26, 2005	

the Issu Wilkinson 1031, LLC Name of Signer (Print or Type) Title of Signer (Print or Type)

President

- 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 230.262 prese provisions of such rule?		•		Yes	No <b>K</b>
	See Ap	opendix, Column 5, for state	response.			
2.	<ol> <li>The undersigned issuer hereby undertakes to furn D (17 CFR 239.500) at such times as required b</li> </ol>	•	r of any state in w	rhich this notice is f	iled a no	tice on Form
3.	<ol> <li>The undersigned issuer hereby undertakes to fur issuer to offerees.</li> </ol>	rnish to the state administrat	tors, upon writte	n request, informat	ion furn	ished by the
4.	In the undersigned issuer represents that the issue limited Offering Exemption (ULOE) of the state of this exemption has the burden of establishing	in which this notice is filed	and understands			
	ssuer has read this notification and knows the contents authorized person.	s to be true and has duly cause	ed this notice to b	e signed on its beha	lf by the	undersigned
Issuer (	r (Print or Type)	Signature	111	Date		
Wilkinso	nson 1031, LLC	Mes 1	How son	July 26, 2005		

President

#### Instruction:

Name (Print or Type)

James T. Wilkinson

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 2 3 4 Disqualification Type of security under State ULOE and aggregate Intend to sell (if yes, attach Type of investor and offering price explanation of to non-accredited offered in state amount purchased in State investors in State waiver granted) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited Yes Investors Yes State No Amount Investors Amount No ALΑK AZARCATIC 18 \$6,730,305 \$6,730,305,76 CO TIC \$300,052.78 CT\$300,052.71 DE DC FL GA HI ID IL TIC \$395,957.58 1 \$395,957.5 IN ΙA KS KY LA ME MD MA TIC \$600,020.29 1 \$600,020 2! ΜI MNMS

#### APPENDIX 2 3 4 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited Investors Investors Yes No State Yes No Amount Amount MO MT NE NV NH NJNM NY TIC \$78,223.46 1 NC \$78,223.46 ND OH OK TIC \$300,052.78 OR 1 \$300,052.7 PA RI SC SD TN TXUT TIC \$122,016.35 \$122,016.3 VT VA WA WV WI

APPENDIX												
1	Type of security  Intend to sell to non-accredited investors in State (Part B-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)							
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
PR												