

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**

OMB Number: 3235-0076  
Expires: April 30, 2008  
Estimated average burden  
hours per response... 16.00



05067574

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)

**Windermere Place Apartments - \$8,650,000 Offering**

1346333

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.)

**Windermere Apartments Acquisitions, LLC**

Address of Executive Offices (Number of Street, City, State, Zip Code) Telephone number (including area code)  
**709 E. Colorado Boulevard, Suite 110, Pasadena, CA 91101 (626) 796-8700**

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

**Ownership of Windermere Place Apartments located in Muncie, Indiana**

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed **Limited Liability Company**

Actual or Estimated Date of Incorporation or Organization: Month Year  Actual  Estimated  
0 3 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

PROCESSED

SEP 30 2005

THOMSON FINANCIAL

**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 state will not result in 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 upon 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.*

SEC 1972(6-02)

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## 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)

**Luke V. McCarthy**

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

**709 E. Colorado Boulevard, Suite 110, Pasadena, California 91101**

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

Full Name (Last name first, if individual)

**Michael W. Palmer**

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

**Real Property Systems, Inc., 12402 Industrial Boulevard, Suite B-2, Victorville, California 92392**

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

Full Name (Last name first, if individual)

**Evergreen Development, LLC**

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

**709 E. Colorado Boulevard, Suite 110, Pasadena, California 91101**

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

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

**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?..... \$ 336,000  
 (Issuer reserves the right to sell fractional tenant in common interests.)
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 broker or dealer, you may set forth the information for that broker or dealer only.

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] **XX**  
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 [RI] **XX** [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

**Qualls, Lee Douglas**

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

**Partnervest Securities, Inc.**

Name of Associated Broker or Dealer

**1885 The Alameda, Suite 100A, San Jose, CA 95126**

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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Full Name (Last name first, if individual)

**Frimmersdorf, Rey Keith**

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

**477 Pacific Ave., 2nd Floor, San Francisco, CA 94133**

Name of Associated Broker or Dealer

**Whitehall-Parker 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] [AR] [CA] **XX** [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
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Full Name (Last name first, if individual)  
**Ringen, Gary**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**PO Box 7598, Incline Village, NV 89452**

Name of Associated Broker or Dealer  
**Brookstreet Securities**

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)  
**Horning, Robert Alan**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**6633 S. Halm Ave., Los Angeles, CA 90056**

Name of Associated Broker or Dealer  
**Direct Capital 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)  
**Manchester, Marcia Scalon**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**814 Morena Blvd. #306, San Diego, CA 92110**

Name of Associated Broker or Dealer  
**Signature Financial Group, 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)  
**Bewley, Philip Andrew**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**9045 Soquel Drive, Suite 4, Aptos, CA 95003**

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

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
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Full Name (Last name first, if individual)

**White, Jr., Harold Carse**

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

**1055 Torrey Pines Road, Suite 204, La Jolla, CA 92037**

Name of Associated Broker or Dealer

**Ashton Capital Management, 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)

**Puma, James Daniel**

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

**4280 Redwood Highway, Suite 7, San Rafael, CA 94903**

Name of Associated Broker or Dealer

**Emmett A. Larkin Company, 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)

**Gray, Thomas Alan**

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

**322 Vista Del Mar, Redondo Beach, CA 90277**

Name of Associated Broker or Dealer

**SII Investment, 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)

**Turner, Tracy Rae**

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

**532 Abrego St, Monterey, CA 93940**

Name of Associated Broker or Dealer

**Lighthouse Capital Corporation**

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)

**Nobari, Kian Sadegh**

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

**1850 Mount Diablo Blvd., Suite 540, Walnut Creek, CA 94596**

Name of Associated Broker or Dealer

**Sigma Financial Corporation**

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)

**Swayne, II, William Madison**

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

**2209 Eastlake Ave E., Seattle, WA 98102**

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

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Full Name (Last name first, if individual)

**Buesing, Kenneth Gordon**

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

**N6362 Woodland Road, Sheboygan, WI 53083**

Name of Associated Broker or Dealer

**Pavek Investments, 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)

**Wedepohl, Warren Allan**

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

**17925 Lau Road, Reedsville, WI 54230**

Name of Associated Broker or Dealer

**Pavek Investments, 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] <b>XX</b> | [WY] | [PR] |

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

Full Name (Last name first, if individual)

**Arnold, Steven Allan**

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

**12921 Parkline Drive, Ft. Myers, FL 33913**

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

Full Name (Last name first, if individual)

**Baker, David Leroy**

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

**PO Box 18837, Spokane, WA 99228**

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

Full Name (Last name first, if individual)

**Riddell, Jefferson Frederic**

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

**3400 S. Tamiami Trail #200, Sarasota, FL 34239**

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

Full Name (Last name first, if individual)

**Haberstumpf, Craig Leslie**

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

**12510 W. Atlantic Blvd., Coral Springs, FL 33071**

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] <b>XX</b> | [CO] | [CT] | [DE] | [DC]           | [FL] <b>XX</b> | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY]           | [LA] | [ME] | [MD] | [MA] <b>XX</b> | [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] |

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Full Name (Last name first, if individual)

**Hill, Marilee Ann**

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

**5308 MacArthur Blvd. NW, 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] <b>XX</b> | [CO] | [CT]           | [DE]           | [DC] <b>XX</b> | [FL] <b>XX</b> | [GA] <b>XX</b> | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY]           | [LA] | [ME] <b>XX</b> | [MD] <b>XX</b> | [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] <b>XX</b> | [WA]           | [WV]           | [WI]           | [WY] | [PR] |

Full Name (Last name first, if individual)

**Cannon, Robert Alden**

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

**371 NE Gilman Blvd., Ste 310, Issaquah, WA 98027**

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

Full Name (Last name first, if individual)

**Goode, Jr., James Harold**

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

**3008 La Ventana, San Clemente, CA 92672**

Name of Associated Broker or Dealer

**James Harold Goode, Jr.**

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

Full Name (Last name first, if individual)

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

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

|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [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] |

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**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.

| Type of Security                                                   | Aggregate<br>Offering Price | Amount Already<br>Sold |
|--------------------------------------------------------------------|-----------------------------|------------------------|
| Debt.....                                                          | \$ <u>0</u>                 | \$ <u>0</u>            |
| Equity.....                                                        | \$ <u>0</u>                 | \$ <u>0</u>            |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred |                             |                        |
| Convertible Securities (including warrants).....                   | \$ <u>0</u>                 | \$ <u>0</u>            |
| Partnership Interests.....                                         | \$ <u>0</u>                 | \$ <u>0</u>            |
| Other (Tenant in common interests).....                            | \$ <u>8,650,000</u>         | \$ <u>8,650,000</u>    |
| Total.....                                                         | \$ <u>8,650,000</u>         | \$ <u>8,650,000</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 the answer is "none" or "zero."

|                                              | Number<br>Investors | Aggregate<br>Dollar Amount<br>of Purchases |
|----------------------------------------------|---------------------|--------------------------------------------|
| Accredited Investors.....                    | <u>23</u>           | \$ <u>8,650,000</u>                        |
| Non-accredited Investors.....                | <u>0</u>            | \$ <u>0</u>                                |
| Total (for filings under Rule 504 only)..... | <u>          </u>   | \$ <u>          </u>                       |

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<br>Security | Dollar Amount<br>Sold |
|-------------------|---------------------|-----------------------|
| Rule 505.....     | <u>          </u>   | \$ <u>          </u>  |
| Regulation A..... | <u>          </u>   | \$ <u>          </u>  |
| Rule 504.....     | <u>          </u>   | \$ <u>          </u>  |
| Total.....        | <u>          </u>   | \$ <u>          </u>  |

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 expenditures is not known, furnish an estimate and check the box to the left of the estimate.

|                                                                                                  |                                     |                     |
|--------------------------------------------------------------------------------------------------|-------------------------------------|---------------------|
| Transfer Agent's Fees.....                                                                       | <input type="checkbox"/>            | \$ <u>0</u>         |
| Printing and Engraving Costs.....                                                                | <input checked="" type="checkbox"/> | \$ <u>5,000</u>     |
| Legal Fees.....                                                                                  | <input checked="" type="checkbox"/> | \$ <u>40,000</u>    |
| Accounting Fees.....                                                                             | <input checked="" type="checkbox"/> | \$ <u>40,000</u>    |
| Engineering Fees.....                                                                            | <input type="checkbox"/>            | \$ <u>0</u>         |
| Sales Commission (specify finders' fees separately).....                                         | <input checked="" type="checkbox"/> | \$ <u>605,000</u>   |
| Other Expenses (due diligence fees, marketing expenses and miscellaneous offering expenses)..... | <input checked="" type="checkbox"/> | \$ <u>386,000</u>   |
| Total.....                                                                                       | <input checked="" type="checkbox"/> | \$ <u>1,076,500</u> |

**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." \$ 7,351,000

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 payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

|                                                                                                                                                                                                     | Payments to<br>Officers,<br>Directors &<br>Affiliates   | Payments To<br>Others                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------|
| Salaries and fees.....                                                                                                                                                                              | <input type="checkbox"/> \$ <u>0</u>                    | <input type="checkbox"/> \$ <u>0</u>                    |
| Purchase of real estate.....                                                                                                                                                                        | <input type="checkbox"/> \$ <u>0</u>                    | <input checked="" type="checkbox"/> \$ <u>6,196,000</u> |
| Purchase, rental, or leasing and installation of machinery and equipment.....                                                                                                                       | <input type="checkbox"/> \$ <u>0</u>                    | <input type="checkbox"/> \$ <u>0</u>                    |
| Construction or leasing of plant buildings and facilities.....                                                                                                                                      | <input type="checkbox"/> \$ <u>0</u>                    | <input type="checkbox"/> \$ <u>0</u>                    |
| Acquisition of other businesses (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"/> \$ <u>0</u>                    | <input type="checkbox"/> \$ <u>0</u>                    |
| Repayment of indebtedness.....                                                                                                                                                                      | <input type="checkbox"/> \$ <u>0</u>                    | <input type="checkbox"/> \$ <u>0</u>                    |
| Working capital (lender reserves).....                                                                                                                                                              | <input type="checkbox"/> \$ <u>0</u>                    | <input type="checkbox"/> \$ <u>150,000</u>              |
| Other (specify): <u>acquisition costs, financing fees and costs, closing costs, acquisition fee</u>                                                                                                 | <input checked="" type="checkbox"/> \$ <u>200,000</u>   | <input checked="" type="checkbox"/> \$ <u>805,000</u>   |
| <hr/>                                                                                                                                                                                               |                                                         |                                                         |
| Column Totals.....                                                                                                                                                                                  | <input checked="" type="checkbox"/> \$ <u>200,000</u>   | <input checked="" type="checkbox"/> \$ <u>7,151,000</u> |
| Total Payments Listed (column totals added).....                                                                                                                                                    | <input checked="" type="checkbox"/> \$ <u>7,351,000</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 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)<br><br><b>Windermere Apartments Investors, LLC</b> | Signature<br><br> | Date<br><br>9/21/05 |
| Name of Signer (print or type)<br><b>Luke V. McCarthy</b>                 | Title of Signer (print or type)<br><b>Co-Manager of Windermere Apartments Investors, LLC</b>          |                     |

**ATTENTION**

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

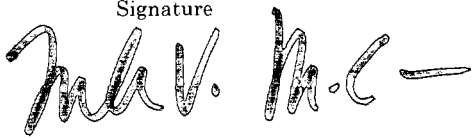
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252 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)<br><br><b>Windermere Apartments Investors, LLC</b> | Signature<br> | Date<br><br>9/21/05 |
| Name of Signer (print or type)<br><b>Luke V. McCarthy</b>                 | Title of Signer (print or type)<br><b>Co-Manager of Windermere Apartments Investors, LLC</b>    |                     |

*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**

| 1     | 2                                                                   |    | 3                                                       | 4                                                                              |                                                                 |                                    |        | 5   |                                                                                                 |
|-------|---------------------------------------------------------------------|----|---------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------------------------|------------------------------------|--------|-----|-------------------------------------------------------------------------------------------------|
|       | 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) |                                    |        |     | Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1) |
| State | Yes                                                                 | No | \$8,650,000 in Tenant in Common Interests ("Interests") | Number of Accredited Investors                                                 | Amount                                                          | Number of Non-Accredited Investors | Amount | Yes | No                                                                                              |
| AL    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| AK    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| AZ    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| AR    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| CA    |                                                                     | X  | Interests-\$8,650,000                                   | 14                                                                             | 4,921,850                                                       |                                    |        |     | X                                                                                               |
| CO    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| CT    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| DE    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| DC    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| FL    |                                                                     | X  | Interests-\$8,650,000                                   | 3                                                                              | 1,094,225                                                       |                                    |        |     | X                                                                                               |
| GA    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| HI    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| ID    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| IL    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| IN    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| IA    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| KS    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| KY    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| LA    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| ME    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| MD    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| MA    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| MI    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| MN    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| MS    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |
| MO    |                                                                     | X  | Interests-\$8,650,000                                   |                                                                                |                                                                 |                                    |        |     | X                                                                                               |

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |    | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |           |                                    |        | 5<br>Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)) |    |
|------------|--------------------------------------------------------------------------|----|-------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----------|------------------------------------|--------|-------------------------------------------------------------------------------------------------------|----|
|            | Yes                                                                      | No |                                                                                     | Number of Accredited Investors                                      | Amount    | Number of Non-Accredited Investors | Amount | Yes                                                                                                   | No |
| MT         |                                                                          | X  | \$8,650,000 in Tenant in Common Interests ("Interests")                             | 1                                                                   | 311,400   |                                    |        |                                                                                                       | X  |
| NE         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| NV         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| NH         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| NJ         |                                                                          | X  | Interests-\$8,65,000                                                                |                                                                     |           |                                    |        |                                                                                                       | X  |
| NM         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| NY         |                                                                          |    |                                                                                     |                                                                     |           |                                    |        |                                                                                                       |    |
| NC         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| ND         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| OH         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| OK         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| OR         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| PA         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| RI         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| SC         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| SD         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| TN         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| TX         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| UT         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| VT         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| VA         |                                                                          | X  | Interests-\$8,650,000                                                               | 1                                                                   | 553,600   |                                    |        |                                                                                                       | X  |
| WA         |                                                                          | X  | Interests-\$8,650,000                                                               | 2                                                                   | 1,280,200 |                                    |        |                                                                                                       | X  |
| WV         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| WI         |                                                                          | X  | Interests-\$8,650,000                                                               | 2                                                                   | 488,725   |                                    |        |                                                                                                       | X  |
| WY         |                                                                          | X  | Interests-\$8,650,000                                                               |                                                                     |           |                                    |        |                                                                                                       | X  |
| PR         |                                                                          |    |                                                                                     |                                                                     |           |                                    |        |                                                                                                       |    |