

FORM D

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

FORM D

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

1308243

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response 16.00



SEC USE ONLY
Prefix Serial
DATE RECEIVED

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

Sale of Series A Preferred Units

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.)

MS Holdings, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

100 Peabody Place, Suite 1325, Memphis, Tennessee 38103

Telephone Number (Including Area Code)

(901) 888-0370

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
Personalized Fulfillment Services

Type of Business Organization

- corporation limited partnership, already formed other (please specify): limited liability company
business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: April 2004 Actual Estimated

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

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 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.

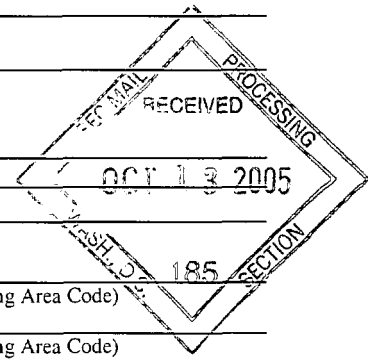
State:

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 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.



PROCESSED
OCT 17 2005

THOMSON FINANCIAL

B

Handwritten signature

**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 issues; and
- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

**Jackson, Wes**

Business or Residence Address (number and Street, City, State, Zip code)

**1830 South Dexter Chase Circle, Apt., 201, Cordova, Tennessee 38016**

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

Full Name (Last name first, if individual)

**Malone, Larry**

Business or Residence Address (number and Street, City, State, Zip code)

**11890 Metz Place, Eads, Tennessee 38028**

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

Full Name (Last name first, if individual)

**Lynch, Robin G.**

Business or Residence Address (number and Street, City, State, Zip code)

**5310 Keatswood Circle, Memphis, Tennessee 38120**

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

Full Name (Last name first, if individual)

**Lynch, Terry A.**

Business or Residence Address (number and Street, City, State, Zip code)

**5310 Keatswood Circle, Memphis, Tennessee 38120**

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

Full Name (Last name first, if individual)

**Schledwitz, Gail R.**

Business or Residence Address (number and Street, City, State, Zip code)

**6465 North Quail Hollow Road, Memphis, Tennessee 38120**

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

Full Name (Last name first, if individual)

**Schledwitz, Karl A.**

Business or Residence Address (number and Street, City, State, Zip code)

**6465 North Quail Hollow Road, Memphis, Tennessee 38120**

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

Full Name (Last name first, if individual)

**Bland, Breen**

Business or Residence Address (number and Street, City, State, Zip code)

**6465 North Quail Hollow Road, Memphis, Tennessee 38120**

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

Full Name (Last name first, if individual)

**Joseph R. Hyde, III**

Business or Residence Address (number and Street, City, State, Zip code)

**17 West Pontotoc Avenue, Suite 200, Memphis, Tennessee 38103**

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

Full Name (Last name first, if individual)

**William J. Schneider**

Business or Residence Address (number and Street, City, State, Zip code)

**4400 South Mendenhall, Suite 5, Memphis, Tennessee 38141**

(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? \_\_\_\_\_ \$ 24,920  
Yes No

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 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) \_\_\_\_\_

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] | [NH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [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] | [NH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [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] | [NH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

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

**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 a "change 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 _____	\$ 0	\$ 0
Equity _____	\$ 6,749,960	\$ 6,500,760
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) _____	\$ 0	\$ 0
Partnership Interests _____	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total _____	\$ 6,749,960	\$ 6,500,760

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none or zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors _____	26	\$ 6,500,760
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 _____		

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees _____	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs _____	<input type="checkbox"/>	\$ _____
Legal Fees _____	<input checked="" type="checkbox"/>	\$ 50,000
Accounting Fees _____	<input type="checkbox"/>	\$ _____
Engineering Fees _____	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) _____	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total _____	<input checked="" type="checkbox"/>	\$ 50,000

**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." \_\_\_\_\_

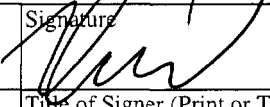
\$ 6,450,760

5. Indicate below the amount of the adjusted 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.

	<input type="checkbox"/>	\$	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	\$	Payments to Others
Salaries and fees _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	2,797,720
Purchase of real estate _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	
Purchase, rental or leasing and installation of machinery and equipment _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	
Construction or leasing of plant buildings and facilities _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	
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"/>	\$		<input type="checkbox"/>	\$	
Repayment of indebtedness _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	
Working capital _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	3,635,040
Other (specify): <b>First Bank Loan Commitment Fee</b> _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	18,000
_____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	
Column Totals _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	6,450,760
Totally Payments Listed (column totals added) _____	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$	6,450,760

**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) MS Holdings, LLC	Signature 	Date October 12, 2005
Name of Signer (Print or Type) Karl A. Schledwitz	Title of Signer (Print or Type) Chairman	

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