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FORM D

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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 ORM LIMITED OFFERING EXEMPT

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

SEC USE ONLY								
Prefix	Serial							
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UNIFORM LIMITED OFFERING EXEMPTION	
Name of Creening (Check if this is an amendment and name has changed, and indicate change.) Mission Preston Wood, DST	
Filing Under (Check box(es) that apply):	EN.
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	15
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Mission Preston Wood, DST	96)
Address of Executive Offices (Number and Street, City, State, Zip Code) 410 Pine Street, SE, Suite 100, Vienna, Virginia 22108 (866) 434-2600	
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 The acquisition, lease and sale of real property held by the Delaware Statutory Trust.	
Type of Business Organization corporation business trust limited partnership, already formed other (please specify): 05070499	
Actual or Estimated Date of Incorporation or Organization: Month Year	
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 predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who 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.

1 of 9

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) Mission Residential, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 410 Pine Street, SE, Suite 100, Vienna, Virginia 22108 □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code). Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: □ Promoter ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA

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

, 100.00				E	B. INFORM	IATION AB	OUT OFFE	RING				
											Yes	No
1. Has th	he issuer so	ld, or does						7	-			\boxtimes
				Answer als	so in Apper	ndix, Colun	ın 2, if filin	g under UL	OE.			
2. What	is the mini	mum inves	tment that	will be acc	epted from	any individ	iual?	***************************************	••••••	•••••	\$ 100,00	0*
											Yes	No
3. Does	the offering	g permit jo	int ownersl	nip of a sin	gle unit?	•••••		**************	***************************************		\boxtimes	
comn offeri with	nission or s ing. If a pe a state or st	imilar remi rson to be l ates, list th	uneration for listed is an e name of	or solicitati associated he broker	on of purch person or a or dealer. If	nasers in co gent of a bi more than	nnection with oker or dea five (5) per	ith sales of saler registere	y or indirect securities in ed with the isted are assonly.	the SEC and/or		
	ne (Last na		-							A CONTRACTOR OF THE PARTY OF TH		
	ma Financ											
	s or Reside 1 Park Ro		•		, City, State	e, Zip Code)					
	f Associated			10103					 		·	
2 U												
	Which Perck "All Sta										🔲 All	States
[AL]	[AK]	[AZ]	[AR]	[CA]	(CO)	[CT]	[DE]	[DC]		[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NI]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	me first, if	individual)								
Busines	s or Reside	nce Addres	s (Number	and Street	, City, State	e, Zip Code)			·		******
Name o	f Associate	d Broker o	r Dealer			A THE STATE OF THE						
	n Which Pe											
(Che	eck "All Sta	ates" or che	ck individ	ual States).				•••••••		•••••	[] Al	. States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PA] [PR]
	me (Last na											
					St. 0.						 	
Busines	ss or Reside	ence Addre	ss (Numbe	r and Street	t, City, State	e, Zip Code	:)					
Name o	of Associate	ed Broker o	r Dealer									-
	n Which Po									***************************************		l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	U A. [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[TV]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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

^{*} A smaller amount may be accepted by the trust, in its sole discretion. CHICAGO_1324970_2

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged				
Type of Security		regate ng Price	An	ount Already Sold
Debt	\$ -0	_	\$	-0-
Equity	\$ -0) <u> </u>	<u> </u>	-0-
☐ Common ☐ Preferred		-		·
Convertible Securities (including warrants)	\$ -0)_	\$	-0-
Partnership Interests	\$ -0)-	\$	-0-
Other (Specify Individual beneficial interests in a Delaware Statutory Trust)	\$ 3,900			900,000
Total	\$ 3,900			900,000
Answer also in Appendix, Column 3, if filing under ULOE.	• 5,500	,,,,,,,	<u>Ψ 5,</u>	500,000
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."		imber estors	Do	Aggregate ollar Amount f Purchases
Accredited Investors		20	\$ 3,	900,000
Non-accredited Investors		-0-	\$	-0-
Total (for filings under Rule 504 only)			\$	•
Answer also in Appendix, Column 4, if filing under ULOE.				
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
muse a COCCarina		pe of	Do	ollar Amount
Type of Offering Rule 505	Sei	curity		Sold
			3	e44
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		🛛	\$-0	•
Printing and Engraving Costs	•••••	🛛	\$ -0	-
Legal Fees		🛭	\$ 73	,000
Accounting Fees		🛛	\$ -0	-
Engineering Fees	•••••	🛛	\$ -0	-
Sales Commission (specify finders' fees separately)		🛛	\$ 27	73,000
Other Expenses (identify) broker dealer due diligence and marketing expenses		🛛	\$ 11	7,000
more 1		67	T 44	2 000

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

	C. OFFERING PRICE, I	NUMBER OF INVESTORS, EXP	ENSES AND USE OF	PROCEEDS		
b.	Enter the difference between the aggregate and total expenses furnished in response to gross proceeds to the issuer."	Part C - Question 4.a. This diff	ference is the "adjuste	:d	\$ 3,4	37,000
i.	Indicate below the amount of the adjusted geach of the purposes shown. If the amount check the box to the left of the estimate. The gross proceeds to the issuer set forth in response to the interest of the	for any purpose is not known, f he total of the payments listed m	furnish an estimate and	i		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		🗵	\$0	☒	\$ 0
	Purchase of real estate		🛚	\$0	⊠	\$ 2,000,000
	Purchase, rental or leasing and installar	tion of machinery and equipmen	nt 🛛	\$0	⊠	\$0
	Construction or leasing of plant building	ngs and facilities	🛛	\$0	⊠	\$ 0
	Acquisition of other businesses (include offering that may be used in exchange pursuant to a merger)	for the assets or securities of an	other issuer	\$ 0	⊠ .	\$ 0
	Repayment of indebtedness		🛮	\$0	Ø	\$ 0
	Working capital		🛭	\$0	⊠	\$ 510,000
	Other (specify): Real Estate Acquisition	on Fees	🛮	\$ 545,000	⊠ .	\$ 382,000
	Column Totals			\$ 545,000	⊠.	\$ 2,892,000
	Total Payments Listed (column totals	added)	•••••••••••••••••••••••••••••••••••••••		,437,00	0
		D. FEDERAL SIGNATU	JRE			
fol	e issuer has duly caused this notice to be sign lowing signature constitutes an undertaking quest of its staff, the information furnished by	by the issuer to furnish to the U	S. Securities and Exc	hange Commission	on, upo	on written
Iss	Mission Preston Wood, DST	Signature		Date (7) 31	65	
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	/			
	Christopher Finlay	Manager, Mission Trustee Serv	vices, LLC, as the Trus	stee of Mission Pr	reston	Wood, DST

-ATTENTION-

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

	E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 of such rule?	presently subject to any of the disqualification provisions	Yes	No ⊠
THE PROPERTY IS	See Appendix, Column 5, for state response.		
The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	to furnish to any state administrator of any state in which this notice is far required by state law.	iled, a not	ice on
The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon written request, information	n furnish	ed by the
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that must be satisfied to be entitled the state in which this notice is filed and understands that the issuer clain lishing that these conditions have been satisfied.		
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has duly caused this notice to be signed	on its beh	alf by the
Issuer (Print or Type)	Signature	<i>i</i> /	
Mission Preston Wood, DST	10/3	si (° (
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Christopher Finlay	Manager, Mission Trustee Services, LLC, as the Trustee of Mission Pr	eston Woo	od, DST

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4			5 Disquali		
	Intend to non-ac investors (Part B-	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		under Sta (if yes, explana waiver g	te ULOE attach ation of granted)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		- NO		investors	Amount	Investors	Amount	l es	
AK									
AZ									
AR									
CA		☒	Beneficial interests in Delaware statutory trust - \$3,900,000	13	\$2,590,000.00	0	N/A		×
СО			Beneficial interests in Delaware statutory trust - \$3,900,000	1	\$133,000.00	0	N/A		×
СТ									
DE									
DC				-					
FL		⊠	Beneficial interests in Delaware statutory trust - \$3,900,000	1	\$500,000.00	0	N/A		×
GA		×	Beneficial interests in Delaware statutory trust - \$3,900,000	2	\$500,000.00	0	N/A		×
HI									
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IA									
KS									
KY									
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ME									
MD									
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APPENDIX

1	Intend to non-ac investors (Part B-	to sell credited in State	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) Number of Number of				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MN									
MS									
мо									
МТ									
NE			·						
NV									
NH									
NJ		×	Beneficial interests in Delaware statutory trust - \$3,900,000	1	\$88,000.00	0 _	N/A		⊠.
NM					!		l		
NY		⊠	Beneficial interests in Delaware statutory trust - \$3,900,000	1	\$50,000.00	0	N/A		⊠
NC NC									
ND									
ОН									
ок									
OR									
PA									
RI									
sc									
SD									
TN									
TX									0
UT									0
VT									
VA		⊠	Beneficial interests in Delaware statutory trust - \$3,900,000	1	\$39,000.00	0	N/A		Ø
WA									

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		redited offering price Type of investor and amount purchased in State			Disqua under St (if yes explan waiver (Part E			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
wv									
WI									
WY									
PR			·						