1337931

# 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

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated avera	ige burden
hours per respo	

SEC USE ONLY									
Prefix	Serial								
DATE R	ECEIVED								
1									

03012403	SECTION 4(6), AND/OR	DATE RECEIVED
UNIF	ORM LIMITED OFFERING EXEM	PTION
Name of Offering ( check if this is an ame Resource Real Estate Investors III, L.P.	ndment and name has changed, and indicate change.)	SEC MANAGE PR
Filing Under (Check box(es) that apply):  Type of Filing:  New Filing  Amend	Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE NOV 2 5
	A. BASIC IDENTIFICATION DATA	< 1005
1. Enter the information requested about the	ssuer	10 275
Name of Issuer ( check if this is an amend	ment and name has changed, and indicate change.)	SECTION
Resource Real Estate Investors III, L.P.		
Address of Executive Offices 1845 Walnut Street, 10th Floor, Philadel	(Number and Street, City, State, Zip Code) phia, PA 19103	Telephone Number (Including Area Code) (215) 546-5005
Address of Principal Business Operations (if different from Executive Offices) (same as above)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) (same as above)
Brief Description of Business		
A limited partnership that intends to acq therein.  Type of Business Organization	uire primarily multi-family residential rental prope	erties or interests
corporation 🔀 li	mited partnership, already formed other (j mited partnership, to be formed	please specify): NOV 28 2005 E
Actual or Estimated Date of Incorporation or Or Jurisdiction of Incorporation or Organization:	Month Year  rganization: 0 7 0 5 M Actual Estin  Enter two-letter U.S. Postal Service abbreviation for State  CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS		
Federal: Who Must File: All issuers making an offering of 77d(6).	securities in reliance on an exemption under Regulation D	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
and Exchange Commission (SEC) on the earlier	han 15 days after the first sale of securities in the offering of the date it is received by the SEC at the address given b lited 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. 20	549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Since a determination of who is a promoter is a question of fact, the persons are listed on page 2 as promoters without admitting or denying such status.

		A: BASIC IDE	ENTIFICATION DATA		
2. Enter the information rec	uested for the fol	lowing:			
• Each promoter of th	e issuer, if the iss	uer has been organized w	ithin the past five years;		
<ul> <li>Each beneficial own</li> </ul>	er having the pow	er to vote or dispose, or dir	ect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
Each executive office	er and director of	f corporate issuers and of	corporate general and mar	naging partners of	partnership issuers; and
Each general and m	anaging partner of	f partnership issuers.			
Check Box(es) that Apply:	<b>⋉</b> Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Resource Capital Partners	s, Inc., General	Partner	<del></del>		Managing Partner
Full Name (Last name first, if		<u> </u>			
1845 Walnut Street, 10th	Floor, Philadel	phia, PA 19103			
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	<b>⋉</b> Promoter	Beneficial Owner	Executive Officer	<b>★</b> Director	General and/or
Bloom, David E.					Managing Partner
Full Name (Last name first, if	individual)				
1845 Walnut Street, 10th		<u> </u>		<del></del>	
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	<b>★</b> Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Portner
Saltzman, Steven					Managing Partner
Full Name (Last name first, if	individual)				
1845 Walnut Street, 10th Business or Residence Addres			ode)		
Check Box(es) that Apply: Patel, Darshan V.	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
1845 Walnut Street, 10th	Floor, Philadel	phia, PA 19103			
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	<b>▼</b> Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Finkel, Kevin M.					
Full Name (Last name first, if	·				
1845 Walnut Street, 10th					
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	<b>★</b> Promoter	Beneficial Owner	Executive Officer	<b>⋉</b> Director	General and/or
Cohen, Jonathan					Managing Partner
Full Name (Last name first, if	individual)		· · · · · · · · · · · · · · · · · · ·		
1845 Walnut Street, 10th	Floor, Philadel	phia, PA 19103			
Business or Residence Address	s (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	<b>▼</b> Promoter	Beneficial Owner	Executive Officer	<b>⋉</b> Director	General and/or
Feldman, Alan					Managing Partner
Full Name (Last name first, if	individual)				
1845 Walnut Street, 10th	Floor, Philadel	phia, PA 19103	···		
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
	(Use blai	nk sheet, or copy and use	additional copies of this s	heet, as necessary)	

				B. I	NFORMATI	ON ABOU	T OFFERI	NG			•	
1. Has t	he issuer sol	d or does th	ne issuer i	ntend to se	II to non-a	coredited i	nvectors in	this offer	ina?		Yes	No
i. Has	ine issuer sor	u, or does to			Appendix,				•	************	X	
2. Wha	t is the minin	num investn					_				<b>\$</b> 5,00	0.00
						,					Yes	No
3. Does	the offering	permit join	t ownershi	p of a sing	le unit?		•••••			••••••	×	
comr If a p or sta	r the informa nission or sin erson to be li ates, list the n ker or dealer	nilar remune sted is an ass ame of the b	ration for s sociated pe roker or de	solicitation erson or age ealer. If mo	of purchase ent of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state		
Full Nam	e (Last name	first, if ind	ividual)									
Business	or Residence	: Address (N	lumber and	d Street, C	ity, State, Z	ip Code)						
1845 Wa	alnut Street,	10th Floor,	Philadelp		-							
	Associated B		aler									
	Securities, I Which Perso		s Solicited	or Intends	to Solicit l	Purchasers					<del></del>	<del></del>
	ck "All State							********	***************************************	•••••••	<b>▼</b> Al	l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ΠD
IL MT RI	IN NE	IA NV SD	KS NH TN	KY NJ TX	LA NM UT	ME NY VT	MD NC VA	MA ND WA	MI OH WV	MN OK WI	MS OR WY	MO PA PR
Full Nam	e (Last name	first, if ind	ividual)							· · · · · · · · · · · · · · · · · · ·		
Business	or Residenc	e Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
	Central Exp			X 75206								
	Associated B al Capital C		aler									
	Which Perso		s Solicited	or Intends	to Solicit	Purchasers			····			
(Che	ck "All State	s" or check	individua	l States)					***************************************		<b>₹</b> Al	l States
AL IL MT RI	IN NE	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Full Nam	e (Last name	first, if ind	ividual)		<u>-</u>							
Duningan	or Residenc	. Addr	Vicina la cara a a	d Street C	lite State '	7in Codo						
2361 Ca	mpus Dr. #2	10, Irvine,	CA 9261		ity, state, i	zip Code)	· · · · · · · · · · · · · · · · · · ·					
	Associated Breet Securities											
	Which Perso			or Intends	to Solicit	Purchasers						<del></del>
(Che	ck "All State	es" or check	individua	l States)		***************************************	***************************************		•••••••••••••••••••••••••••••••••••••••		🗷 Al	l States
AL IL MT RI	IN NE	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

		- 1		B. If	NFORMAT	ION ABOU	T OFFERI	NG				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												No
i. nas inc	122001 2010	i, or does ii			Appendix.				_	***************************************	X	
2. What is	s the minim	ium investm			• •		_				<b>\$</b> 5,00	00.00
											Yes	No
	_	permit joint		-							4.20	
commi If a per or state	ssion or sim son to be lises, list the n	tion request ilar remunested is an ass ame of the b , you may so	ration for s ociated pe roker or de	olicitation rson or age aler. If mo	of purchase ent of a brok ore than five	ers in conne ter or deale e (5) persor	ection with r registered as to be list	sales of sed with the S ded are asso	curities in t SEC and/or	he offering with a state	<del>2</del>	
Full Name	(Last name	first, if indi	vidual)									
Business or					ity, State, Z	Cip Code)			<del></del>			
Name of As		., Fairfield,										
		nt Research										
States in W												
(Check	"All State	s" or check	individual	States)			***************************************				🗷 Al	1 States
AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full Name	(Last name	first, if indi	ividual)									
Business o	r Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)						
		te. 1300, O		a Tower, I	Dallas, TX	75240						
Name of As		roker or Dea urities, Inc.										
States in W				or Intends	to Solicit	Purchasers						
		s" or check	-							•••••	☐ Al	1 States
AL L L RI	AK DM DME SAC	₩Z ₩ W SD	AR VA NH	ÇA ÇX XI		VT	DE MO NC VA	DC MA NO WA	MI MI WV	GA MN QK W1	HI VS VR WY	MO PA PR
Full Name	(Last name	first, if ind	ividual)									
Business of		Address (1 434, Longv			City, State,	Zip Code)						
Name of A		roker or De								···		
States in W			Solicited	or Intends	to Solicit	Purchasers						
(Check	k "All State	s" or check	individual	States)					,		🗷 Al	1 States
AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA

		***		(14, 5 kg) - 15 kg (15, 15, 15, 15, 15, 15, 15, 15, 15, 15,	B. II	NFORMAT	ON ABOU	T OFFERI	NG				
1	I I a a th a	:	1 am daaa t		stand to so	11 to non o			thin affi	: ?		Yes	No
1.	has the	issuer soic	l, or does th			Appendix.				-		X	
2.	What is	the minim	um investn									<b>\$</b> 5,00	00 00
۷.	Wilat 13	the minim	din mvesti	ioni mai w	iii be acce	pica nom a	my marvid		***************************************		***************************************	Yes	No
3.	Does th	e offering	permit join	t ownershi	p of a sing	le unit?			***************************************			<b>X</b>	
4.	commis If a pers or states	sion or sim on to be lis s, list the na	ilar remune ted is an ass	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase ont of a brok ore than five	ers in conne ter or deale e (5) persor	ection with r registered ns to be list	sales of sec i with the S ed are asso	curities in t SEC and/or	irectly, any he offering. with a state ons of such		
Ful	ll Name (l	Last name	first, if ind	ividual)									
83	80 Melro	se Ave., S	Address (Nate. 202, Lo	s Angeles		-	ip Code)						
		sociated Brourities Co	oker or De	aler									
			Listed Has	Solicited	or Intends	to Solicit	Purchasers						
			" or check						***************************************		••••••	☐ AI	l States
	AL IL MT RI	AK NE SC	IA VV SD	AR KS NH TN	ÇA KY NJ TK	LA NM LVI	ME VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK V1	MS MS OR WY	ID MO PA PR
Ful	II Name (	Last name	first, if ind	ividual)									
			Address (1				•						
			d., EP III S		Hunt Valle	ey, MD 21	031						
			rvices, Inc.										
			Listed Ha		or Intends	to Solicit	Purchasers				<del></del> -		
	(Check	"All State:	s" or check	individual	States)					•••••	•••••	☐ Al	l States
	AL MT RI	AK IM NE SC	AZ A NW SD	KS KS VH	ÇA KY VI TX	CO LA NM LV	ØT WE WY VT	DE NO NC VA	MA ND WA	MI OH WV	GA MM OK WI	HI MS QR WY	MO PR
Ful	ll Name (	Last name	first, if ind	ividual)	,								
			Address (1 -400, Rock			ity, State, 2	Zip Code)						
			roker or De	aler									<del></del>
	. Beck, Ir			0.11.1.1		0.11.11	n 1						
Sta			Listed Ha s" or check									<b>K</b> ] Al	I States
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

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
••	irus tile	33401 3014	, or does an			Appendix,				_		<b>A</b> .	Ш
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ny individ	ual?				\$ <u>5,00</u>	0.00
2	Daga the	offering -	oermit joint	a syn arabi	n of a sina	la:+9						Yes	No
											irectly, any	×	LJ
	commiss	ion or simi	lar remuner	ration for s	olicitation	of purchase	rs in conne	ction with	sales of sec	curities in t	he offering. with a state		
	or states,	list the na	me of the b	roker or de	aler. If mo	re than five	(5) person	s to be list	ed are asso		ons 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)													
ruii	Maine (L	ast name	msi, n mui	vidual)									
			Address (N			-	ip Code)						
		<u> </u>	ne, #415, I		es, CA 90	106 /						<del></del>	
		rities, Inc											_
			Listed Has										
	(Check '	'All States	" or check	individual	States)				·····	****************		☐ Al	l States
	AL	AK	<b>A</b> Z	AR	Q/A	CO	<b>O</b> T	DE	DC	EL	GA	HI	ID
	MT]	IN NE	IA VV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	P/I	SC	SD	TN	TX		VT	VA	WA	WV	WI	WY	PR
Full	Name (I	ast name	first, if indi	vidual)									···
<del></del>		D	4.11	T 1	104	ite. Carte 1	7: - (1-1-)						
			Address (N 03, Lynnfie			-	Lip Code)						
Nam	e of Ass	ociated Br	oker or Dea										
		apital Cor	p. Listed Has	. Caliaitad	or Intonds	to Solicit l	Durahasara		<del></del>				<del></del>
												<b>≅</b> Al	l States
	AL IL	AK IN	AZ IA	AR KS	CA KY	CO LA	CT ME	DE MD	DC MA	FL MI	GA MN	HI 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	PX
Full	Name (I	ast name	first, if indi	vidual)	<u></u>				<del></del>				
			Address (N			ity, State, 2	Zip Code)		·				
			oncord, NF		258				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				
			ties Corpor										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
	(Check	'All States	" or check	individual	States)	••••••			******************			<b>₹</b> Al	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	NE NE	IA NV	KS]	KY NI	LA NM	ME	MD NC	MA	MI	MN OK	MS OR	MO PA
												WY	RK.

	11.				B. [1	NFORMATI	ION ABOU	T OFFERI	NG				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes	No
1.	Has the	issuer soid	, or does in							-	***************************************	X	
	3321 1	48 t t				Appendix,		-				o 5 00	00.00
2.	What is	the minimi	ım investr	ient that w	ill be acce	pted from a	any individ	uai?	*************		***************************************	\$ <u>5,00</u>	
3.	Does the	e offering p	ermit join	ownershi	p of a sing	le unit?		······	••••••••			Yes <b>X</b>	No □
4.											irectly, any		
											he offering. with a state		
											ons of such		
	a broker	or dealer,	you may s	et forth the	informati	on for that	broker or	dealer only	<i>'</i>		_		
Full	Name (I	Last name f	īrst, if indi	vidual)									
Bus	iness or	Residence A	Address (N	umber and	Street, C	ity, State, Z	Cip Code)						
		wood Park					1,						
		ociated Bro		aler									
		Financial, I											
Stat						to Solicit							
	(Check	"All States"	" or check	individual	States)	•••••							1 States
	AL	ĀK	<b>AZ</b>	<b>A∕</b> R	<b>⊘</b> A	<b>©</b>	<b>V</b> T	DE	DC	EL	GA	HI	<b>W</b>
	Z	DA	ĪA	KS	KY	<b>₩</b>	ME	MO	MA	MI	MN	MS	MO
	MT	NE	V	NH	NJ	NM	<b>Ŋ</b> Ŷ	NC	ND	<b>A</b> H	QK	<b>⊘</b> R	PA.
	RI	SC	SD	TN	TX	UT	VT	<b>W</b>	WA	WV	VI	WY	PR
Full	Name (	Last name f	irst, it ind	ividual)									
Bus	iness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)				·		
14:	50 West	Long Lake	Rd., Suite	e 150, Tro	y, MI 480	)98							
		sociated Br	oker or De	aler									
		Company											·
Stat						to Solicit							
	(Check	"All States"	" or check	individual	States)					••••••	***************************************		I States
	AL	AK	AZ	AR	ÇA	ÇO.	<b>V</b>	<b>₽</b> €	<b>DC</b>	FL	GA	ĦĪ	UD.
	IZ.	ŢM.	A	KS	KY	A	ME	MO	MA	M	MM	MS	MO
	MT	NE	W	MH	M	NM	NY	NC	ND	QH	OK	QR.	PA
	RA	SC	SD	TX	TK	UT	VT	AV	WA	WV	W1	WY	PK
Ful	Name (	Last name 1	first, if ind	ividual)							<del>,, ,, ,</del>		
				<del></del>									
		Residence Littleton B				City, State, 2	Zip Code)						
		sociated Br											
M	CL Finar	ncial Group	, Inc.										
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		<del></del>	***************************************			
	(Check	"All States"	" or check	individual	States)					*************		K Al	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	Н	ĪD
		ĪN	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

					<b>B.</b> I	NFORMAT	ION ABOU	T OFFERI	NG			14 L	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes	No
t.	rias ilie	155061 5010	i, or does ti			n, to non-a n Appendix,				_		<b>X</b>	
2.	What is	the minim	um investm			pted from a		_				\$ 5,00	0.00
۷.	Wilat 13	the minim	am mvesm	ient mat w	in be acce	pied from a	my marvid	uar:	***************************************	***************************************	.,	Yes	No
3.	Does th	e offering p	permit join	t ownershi	p of a sing	gle unit?	***************************************	*************	•••••			<b>X</b>	
4.	commis If a pers or states	sion or simi on to be lis , list the na	ilar remune ted is an ass me of the b	ration for s sociated pe roker or de	solicitation rson or age ealer. If me	of purchase ent of a brok	ers in conne er or deale e (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in t EC and/or	irectly, any he offering. with a state ons of such		
Ful	l Name (l	Last name	first, if ind	ividual)				<del>- · </del>					
				<del></del>	10. 0								
			Address (N . NE, Ceda			ity, State, Z	ip Code)						
Nar	ne of Ass	ociated Br	oker or De										-
		ancial Gro											
Sta						to Solicit							
	(Check	"All States	" or check	individual	States)	••••••••		*****************	•••••••	•••••		<b>K</b> Al	l States
	AL IL MT RI	IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	l Name (l	Last name	first, if ind	ividual)									· · · · · · · · · · · · · · · · · · ·
Du	cinace or	Dasidance	Address ()	Jumber an	d Street C	City, State, 2	Zin Code)						
			Hwy 5, #			-	zip couc)						
Nai	me of Ass	ociated Br	oker or De	aler									
	FP Secur				<del></del> :								
Sta						s to Solicit							
	(Check	"All States	" or check	individual	States)	••••••			******************	••••••	***************************************	<b>★</b> Al	1 States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PX
Ful	l Name (	Last name	first, if ind	ividual)									
			Address (1		d Street, C	City, State, 2	Zip Code)						
Na	me of Ass	sociated Br	oker or De						·				
		ities, L.L.C		<del></del>									<del></del>
Sta						s to Solicit							1 States
	CHECK	All States	of check	murridual					**************	***************************************	***************		1 314153
	AL MT	AK IN NE SC	AZ IA NV SD	AR KS VH VN	ØA ØY ØY TX	LA NM UT	ME NY VT	DE MO NC VA	DC WA ND WA	IX IX IX IX IX IX	GA MN GK WI	MS WY WY	MO PR

7 - F				B. II	NFORMAT	ION ABOU	T OFFERI	NG				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												No 🗆
i. iius iii		., 0. 0000			Appendix.				_	***************************************	X	
2. What i	s the minim	um investm	ent that w	ill be acce	pted from a	ny individ	ual?		•••••••		\$ <u>5,00</u>	0.00
2 Donat	he offering	narmit inin	ownarchi	n of a sina	la unit?						Yes	No
	he informat	•	,								42.50	Ш
commi If a per or state	ssion or sim son to be lis es, list the na er or dealer,	ilar remune ted is an ass me of the b	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase int of a brok ore than five	ers in conne ter or deale e (5) persor	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering with a state	:	
Full Name	(Last name	first, if indi	vidual)									
Business of	Residence ner No. 300	,			ity, State, Z	Cip Code)						
Name of A	ssociated Br	oker or De			<del></del>	· · · · · · · · · · · · · · · · · · ·		<del></del>		<u> </u>		
Neidiger, States in W	Tucker, Bru		Caliais d	- n Int - n d -	4- Calinia	D						
	"All States										<b>⊠</b> Al	l 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 NC	ND	OH	OK.	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last name	first, if indi	ividual)									
Business of	r Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)	<del></del>			<del></del>		
	ssociated Br			L 35223								
Proequitie		okei di De	alci									
	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers					·	
(Check	"All States	or check	individual	States)	***************************************			***************************************	*************	••••••	<b>₹</b> Al	l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL (VIII)	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
	(Last name											
										<u> </u>		
	r Residence ont Plaza,					Zip Code)						
	ssociated Br		aler									
	ncial Corp. hich Person		Solicited	or Intends	to Solicit	Purchasers						
(Checl	c "All States	or check	individual	States)				•••••			🗷 Al	l 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 RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR

		#			B. II	NFORMATI	ION ABOU	T OFFERI	NG				
1.	Uac the	icener cold	or does th	na icenar ir	stand to ca	ll, to non-a	ooraditad is	nvactore in	this offeri	ina?		Yes	No
1.	Has the	155061 5010	, or does tr							-		X	
	3373 . :-	.1				Appendix,		_				<b>\$</b> 5,00	0.00
2.	What is	the minim	um investm	ient that w	ill be acce	pted from a	iny individ	ual?		••••••	******************		
3.	Does the	e offering p	oermit joint	ownershi	p of a sing	le unit?	******	••••••	•••••	••••••	***************************************	Yes <b>∡</b>	No
4.	commiss If a person or states	sion or simi on to be list , list the na	lar remune ted is an ass me of the b	ration for s ociated pe roker or de	olicitation rson or age aler. If mo	of purchase ent of a brok	ers in conne er or deale e (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in t EC and/or	irectly, any he offering. with a state ons of such		
Ful	l Name (I	Last name	first, if indi	vidual)									
65	5 Fairfiel	d Court, S	te. 200, Ar	nn Arbor,		ity, State, Z	ip Code)						
		ociated Br pital Corpo	oker or Dea	aler									
				Solicited	or Intends	to Solicit I	Purchasers						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)												🔀 Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PA
Ful	l Name (I	Last name	first, if indi	ividual)									
Bus	siness or	Residence	Address (N	Number an	d Street, C	City, State, 2	Zip Code)						
						1150, Long	-	32779					
			oker or De	aler	,		·		·				
		ecurities, In											
Sta						to Solicit 1							
	(Check	"All States	" or check	individual	States)				•••••••••••	••••••		☐ Al	l States
	AL IL MT RI	AK IX NE SC	IA NV SD	AR KS NH TX	ÇA KY VI TX	ÇÓ LA NM LVI	ME ME NY VT	DE MO NC VA	DC MA ND WA	MA WA WA	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (I	Last name :	first, if indi	ividual)									
			Address (N Suite 220,			Sity, State, 2	Zip Code)						
	01		oker or De	aler	• • • • • • • • • • • • • • • • • • • •							· · · · ·	
	iad Advi			0 11 1									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)											. X All States		
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA

					B. II	NFORMAT	ION ABOU	T OFFERI	NG				
			1			11 4			41 : - 60	. 0	· · · · · · · · · · · · · · · · · · ·	Yes	No
1.	Has the	issuer sold	d, or does th							_		X	
2.	What is	the minim	um investm			Appendix,		_				<b>\$</b> 5,00	00.00
۷.	Wilat 13	the minim	um mvesm	ient that w	in so acce	pica nomi	iny marvid	uai:	***************************************	***************		Yes	No
3.	Does th	e offering	permit joint	ownershi	p of a sing	le unit?			••••				
4.	commis If a pers	sion or sim on to be lis	ion request ilar remune ited is an ass	ration for s sociated pe	solicitation rson or age	of purchase int of a brok	ers in conne er or deale	ection with r registered	sales of sec I with the S	curities in t EC and/or	he offering with a state	;. e	
			ame of the b , you may s							ciated pers	ons of sucr	1	
Ful	II Name (	Last name	first, if indi	ividual)							<del></del>	<u> </u>	
											·		
			Address (Na 200, Overl				(ip Code)						
			oker or De		, 110 002								
		cial Servi											
Sta			Listed Has										
	(Check	"All States	s" or check	individual	States)						••••••	<b>▼</b> Al	1 States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA
Ful	II Name (	Last name	first, if indi	ividual)								<del></del>	
Bu	siness or	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)		·				
70	0 Marke	t Street, St	Louis, MO	O 63101									
			roker or De	aler									
		eet Securi	Listed Has	Solicited	or Intends	to Solicit	Purchasers				<del></del>		
540			s" or check							***************************************		<b>⊠</b> Al	l 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	PK
Fu	ll Name (	Last name	first, if indi	ividual)									
			Address (? Bldg. 1-Su			•	•						
-	_		roker or De Group, Inc							-			
Sta	ites in Wh	nich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State	s" or check	individual	States)					•••••	••••••••••••	🔀 Al	1 States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA

		i iM Si si si			- B. II	NFORMAT	ION ABOU	T OFFERI	NG			1-4-1	
	77 .1					11 .	11. 1.		.1.2 00			Yes	No
١,	Has the	issuer sold	l, or does th							-		X	
						Appendix,		_				. 5.00	0.00
2.	What is	the minim	um investn	ent that w	ill be acce	pted from a	iny individ	ual?	••••••			\$ <u>5,00</u>	
3.	Does th	e offering	permit join	ownershi	p of a sing	le unit?		•••••	•/			Yes <b>⊠</b>	No □
4.											irectly, any		
											he offering. with a state		
	or states	s, list the na	me of the b	roker or de	aler. If mo	ore than five	e (5) persor	s to be list	ed are asso		ons of such		
<del></del> -			you may s		e informati	on for that	broker or o	dealer only	·				
Ful	l Name (	Last name	first, if indi	vidual)									
			Address (N			ity, State, Z	Cip Code)						
			ew York, Noker or De		<del></del>				<del> </del>			-	
		ince Assoc		uici									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	or check	individual	States)	•••••				••••••		🔀 Al	l States
	AL	AK	ΑŽ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ĪD
	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]	RX
Ful	ll Name (	Last name	first, if ind	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street. C	ity. State. 2	Zip Code)						
			M.D. 9-17			•	<b>-</b> ,						
			oker or De	aler									
		rities Corp		- C - 11 - 14 - 4	7	4. 0.11.4.1	D						
Sta			Listed Has									678 A 1	I Ct-t
	(Cneck	"All States	or check	individuai	States)	***************				••••••		K Ai	l States
	AL	AK	AZ	AR		CO	CT	DE		FL	GA	IH	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PA
						[01]			WA	<u> </u>		W 1	
Fu.	II Name (	Last name	first, if ind	ividual)									
			Address (1				Zip Code)						
			e., White P		10003-13								
			npany, Inc										
			Listed Has		or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	·····		•••••	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			☐ Al	l 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 SC	NV	NH	NJ	NM	[VT]	NC VA	ND WA	QH WV	OK]	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

		B. IP	NFORMAT	ION ABOU	T OFFERI	NG	1. 11			
	Has the insurance of the december	. iaanan int	1 to			Ala con		<del></del>	Yes	No
1.	Has the issuer sold, or does the	Answer also in					_	,	X	
2.	What is the minimum investme		• •		_				<b>\$</b> 5,00	0.00
٠.	nat is the minimum myestine	that will be acce	piva nomi	ary andriu	************	***************	****************	***************************************	Yes	No
3.	Does the offering permit joint	ownership of a sing	le unit?			·····			×	
4.	Enter the information requeste commission or similar remuners If a person to be listed is an asso or states, list the name of the bra a broker or dealer, you may set	ation for solicitation ociated person or age oker or dealer. If mo	of purchase nt of a brok re than five	ers in conne ter or dealer e (5) person	ction with r registered is to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state		
Ful	Il Name (Last name first, if indiv			- Olokei oi e						
	isiness or Residence Address (Nu 93 Vanadium Road, Pittsburgh,		ty, State, Z	Cip Code)						
	me of Associated Broker or Dea				<del></del>	· · · · · · · · · · · · · · · · · · ·				
	ryan Funding, Inc.									
Sta	ates in Which Person Listed Has							-		
	(Check "All States" or check i	ndividual States)	•••••	****************	•••••	·····	•••••••			States
	AL AK AZ  IL IN IA  MT NE VV  RI SC SD	AR	LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	MI MI WV	GA MAN OK WI	HI MS OR WY	ID MO PA PR
Fu	ll Name (Last name first, if indiv	ridual)			,					
Bu	usiness or Residence Address (N	umber and Street. C	ity, State.	Zip Code)	<u></u>					
70	07 E. United Heritage Court, Me	eridian, ID 83642-	-							
	ame of Associated Broker or Dea									
	nited Heritage Financial Servic		to Solicit	Purchasers						
, ca	(Check "All States" or check i				•••••••••	••••••	•••••		☐ All	States
	AL AK AZ  IN IA  NT NE NW  RI SC SD	AR (A)  KS KY  NH M  TN TX		CT ME NY VT	DE MD NC VA	DC MA NO	M OH WV	GA MAN QAK W1	MS OR WY	MO PA PR
Fu	Ill Name (Last name first, if indiv	vidual)								
	usiness or Residence Address (N 950 Northup Way, Suite 105, E		-	Zip Code)				<u>.</u>		
	ame of Associated Broker or Dea		. 1.50							
	leritage Benefits Financial Serv									
Sta	ates in Which Person Listed Has (Check "All States" or check i								<b>Δ</b> 11	States
	·									
	AL AK AZ IL IN IA MT NE NÝ RI SC SD	AR CA KS KY NH NJ TN TX	LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

	4.				<b>B.</b> II	NFORMAT	ION ABOU	T OFFERI	NG				
,	17-c-1-	:	٠المسما	- las: *		11 +0.55			Al.: - CC	· 0		Yes	No
1.	Has the	issuer solo	l, or does th							-		X	Ш
2	1176 ! -	the military				Appendix						<b>\$</b> 5,00	0.00
2.	wnat is	ine minim	um investm	ieni inai w	iii be acce	pieu irom a	my inaivid	uai /	**************	••••••	***************************************		<del></del>
3.	Does the	e offering	permit joint	ownershi	p of a sing	le unit?		·····		***************************************		Yes <b>∡</b>	No
4.											irectly, any		
											he offering. with a state		
	or states	, list the na	me of the b	roker or de	ealer. If mo	ore than five	e (5) persor	is to be list	ed are asso		ons of such		
Ful			you may se first, if indi		- miormati	on for that	Droker of	dealer only	·,				·
rul	ıı ıvallıc (I	Last Haille	mst, ii iiidi	vidualj									
			Address (N			ity, State, Z	(ip Code)					<del></del>	
			#250, Rose		95661								
		sociated Br Securities,	oker or Dea	aier									
			Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	or check	individual	States)	••••		******************	***************	*************	•	<b>X</b> Al	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ĪD
		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	$\overline{WV}$	WI	WY	PR
Ful	ll Name (I	Last name	first, if indi	ividual)						<del></del>			
_				<del></del> _	1.5:		7						
			Address (1801, Auro			ity, State, 2	Lip Code)						
		<u> </u>	oker or De										
		ouglas, In											
Sta			Listed Has										
	(Check	"All States	or check	individual	States)		*******	•••••••••		•••••	••••••	☐ Al	States
	AL	AK	AL	AR	Ç/A	SO	CT	DE	DC	EL	<b>GA</b>	HI	ID
	T.	IX	IA	KS	KY	LA	ME	MD	MA	MI	MAN	MS	MO
	MT	NE	SD.	NH	NJ T#	NM TVC	NY VT	NC VA	ND WA	<b>QH</b> ₩V	QK.	OR WV	PA
	RI	<b>\$</b> C		<u>TN</u>	<b>TX</b>	Ų/Ī	V_1	[AZ	WA	[W V]	WI	WY	PR
Fu	ll Name (	Last name	first, if ind	ividual)	-								
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)			· · · · · · · · · · · · · · · · · · ·			
			d, Westlak		CA 91361								
		sociated Br Vest Group	oker or De	aler									
			Listed Has	Solicited	or Intends	to Solicit	Purchasers	·					
			or check						•••••••	***************************************	***************************************	<b>⊠</b> All	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	ΗI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	$\overline{\mathbf{W}}\mathbf{Y}$	PR

	4.				B. II	NFORMAT	ION ABOU	T OFFERI	NG				
1.	Use the	icener colo	l, or does th	se iccuer i	ntend to se	II to non-a	coredited i	nvectore in	this offer	ina?		Yes	No
1.	mas the	135001 3010	1, 01 0003 11			ı Appendix				_		X	
2.	What is	the minim	um investn					•				\$ 5,00	00 00
۷.	w nat 15	the minim	iuiii iiivestii	iciit tiiat w	in oc acce	pied from a	iny marvia	uai:	***************************************		•••••	¥ <u>3,00</u> Yes	No.
3.	Does th	e offering	permit join	t ownershi	p of a sing	le unit?	******	***************	.,,	********		<b>K</b>	
4.											irectly, any he offering.		
	If a pers	on to be lis	ted is an ass	ociated pe	rson or age	ent of a brok	er or deale	r registered	with the S	EC and/or	with a state		
			ame of the b , you may s							ciated pers	ons of such		
Ful			first, if ind							<u>.</u>			
				,									
			Address (N				Cip Code)						
			oker or De		wood, CO	80227						-	
			Associates,										
Sta	tes in Wh	ich Person	Listed Ha	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)	***************************************			••••			☐ Al	l States
	AL	AK	<b>A</b> Z	AR	QA.	$\bigcirc$	<b>T</b>	DE	DC	EC	GA	HI	<b>W</b>
	IL	IN	IA	KS	$\overline{KY}$	LA	ME	MD	MA	MI	MA	MS	MO
	MT	NE	NV	NH	NI	NM	NY	NC	ND	<b>Q</b> H	<u>OK</u>	<b>⊘</b> R	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	ll Name (	Last name	first, if ind	ividual)						·····	· · · · · · · · · · · · · · · · · · ·		
Bu	siness or	Residence	: Address (]	Number an	d Street, C	City, State,	Zip Code)				<u>.</u>		
		ital Securi	-			,							
			oker or De										
			Road, Sui				D		<del> </del>				
Sta												678 AI	1 Ctataa
	(Check	All States	s or eneck	individua	i States)	******************	•		•••••			X AI	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE			GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
=-								<u> </u>		<u> </u>		<u> </u>	
řu.	II Name (	Last name	first, if ind	ividual)									
			Address (1	Number an	d Street, C	City, State,	Zip Code)						
		nsulting Gr	roup, inc.	aler									
			n, Suite 100		d, OR 972	39							
Sta	ites in Wi	nich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)	•••••		***************************************				<b>X</b> Al	l States
	AL	AK	AZ	AR	$\overline{CA}$	CO	CT	DE	DC	FL	GA	HI	[ID]
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
	MT	NE SC	NÝ	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

			*		B, 11	NFORMATI	ON ABOU	T OFFERI	NG				
												Yes	No
1.	Has the	issuer sold	l, or does th							•		X	
						Appendix,		-					
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ny individ	ual?		••••••	•••••	\$ <u>5,00</u>	
3.	Does th	e offering p	permit joint	ownershi	p of a sing	le unit?	•••••••		•••••			Yes	No □
4.											irectly, any		
	If a pers or states	on to be list s, list the na	ted is an ass	ociated pe roker or de	rson or age aler. If mo	ent of a brok ore than five	er or deale (5) persor	r registered is to be list	l with the S ed are asso	EC and/or	he offering. with a state ons of such		
Ful			first, if indi										<del></del>
										_			
			Address (N Suite 301,			-			"				
			oker or Dea	aler		···········							
		al Group, I											
Sta			Listed Has										
	(Check	"All States	or check	individual	States)	•••••		•••••	·····	••••••	**************		l 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	<b>X</b> J	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (	Last name	first, if indi	vidual)									
Rus	siness or	Residence	Address (N	Jumber an	d Street C	ity State 2	Zin Code)						
			uite 123, S			•	3.p 00 <b>00</b> )						
			oker or De	aler									
		Investors C		<del></del>	····					<del> </del>			
Sta			Listed Has										
	(Check	"All States	or check	ındıvıdual	States)			· · · · · · · · · · · · · · · · · · ·	**************	•••••	***************************************	☐ AI	l States
	AL	AK	AL	AR	<b>Ç</b> A	ÇO.	CAT .	DE	DC]	EL	GA	HI	
	IL.	TM.	IA	KS	KAY	LA	ME	MO	MA	M	MA	MS	MO
	MT	NE		NH	<b>3</b> 0	NM	NY	NC.	ND	<b>⊘</b> H	QK.	QR.	PA.
	RI	SC	\$0	TX	X	Ţ.	<b>V</b> I	AV	WA	WV	WI.	WY	PR
Ful	l Name (	Last name	first, if indi	vidual)									· · · · · · · · · · · · · · · · · · ·
			Address (1		-	•							
_			Boulevard		U, Mounta	in view, C	A 94043-	13/4					
		curities, In		aici									
			Listed Has	Solicited	or Intends	to Solicit l	Purchasers						·
	(Check	"All States	s" or check	individual	States)							☐ All	l States
	AL	AK	NZ	AR	<b>⊘</b> A	Ø	<b>⊘</b> T	DE	DC	EL	GA	<b>1</b>	W
	K	IN	IA	KS	KY	LA	ME	MO	MA	M	MN	MS	MO
	VT	NE		NH	30	NM	<b>₩</b> Y	NC	NO	QH.	OK	<b>⊘</b> R	PA
	RI	SC	SD	TN	TX	<b>W</b> f	VT	N.	WA	WV	W1	WY	PR

.41					B. I!	NFORMATI	ION ABOU	T OFFERD	NG	1 1			
			, ,,			11			.1.1 00 1	•		Yes	No
1.	Has the	issuer sold,	, or does th							•		X	
_						Appendix,		-				<b>* 5</b> 00	0.00
2.	What is	the minimu	im investm	ent that w	ili be acce	pted from a	iny individ	uai?	•••••••			\$ <u>5,00</u>	
3.	Does the	e offering p	ermit joint	ownershi	p of a sing	le unit?	.,.,,,,,,,					Yes <b>⊠</b>	No □
4.	Enter th	e informati	on request	ed for eacl	h person v	vho has bee	n or will b	e paid or g	given, dire	ctly or ind	irectly, any		
	If a pers or states a broker	or dealer,	ed is an assome of the bi	ociated pe roker or de et forth the	rson or age aler. If mo	ent of a brok ore than five	er or deale e (5) persor	r registered is to be list	I with the S ed are asso	EC and/or			
Ful	l Name (l	Last name f	īrst, if indi	vidual)									
		Residence A				-	ip Code)			<u></u>			
		ociated Bro					····						
	FP Secur												
Sta		ich Person											
	(Check	"All States"	" or check	individual	States)				•••••			☐ Al.	l States
	AL	AK	AZ.	AR	<b>Q</b> A	ÇO.	T	DE	DC	EL	GA	M	<b>U</b>
	IL	DX.	ĪĀ	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE		NH	<b>3</b> (1	NM	NY	NC	ND	<b>⊘</b> H	OK	<b>⊘</b> R	₽A.
	RI	SC	<b>3</b> 0	TN	T/X	L/T	VT	AV	WA	WV	W1	WY	PR
Ful	l Name (l	Last name f	īrst, if indi	vidual)									
Bus	siness or	Residence	Address (N	lumber an	d Street, C	City, State, 2	Zip Code)						
		est Drive, S			TX 77042								
		ociated Brocial Group		aier ·									
		ich Person		Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States"	or check	individual	States)		***************************************		***************************************	*************	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	🔀 Al	l 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
Ful	l Name (	Last name f	irst, if indi	vidual)					·				
Bus	siness or	Residence	Address (N	Jumber an	d Street, C	City, State, 2	Zip Code)						
Nai	me of Ass	sociated Bro	oker or Dea	aler									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States"	" or check	individual	States)	••••••						☐ Al	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	[D]
	IL DATE	IN NE	IA NIV	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
		الكت	لعت	لتنشا	نخثث	بغت	لئث	سننا		لنحت	لنت	لئند	ليكف

(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

	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity		
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests		\$ 3,056,000.00
	Other (Specify)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.	·	
•	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."	;	Accessosts
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	61	\$ 2,767,000.00
	Non-accredited Investors	9	\$ 289,000.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
	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		\$
	Rule 505		\$ \$
			\$ \$ \$
	Regulation A		\$ \$
	Regulation A		\$
	Regulation A		\$ \$
	Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	e	\$ \$ \$
	Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees		\$ \$ \$
	Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs		\$ \$ \$ \$25,000.00
	Regulation A  Rule 504		\$\$ \$\$ \$\$\$\$ \$\$\$
	Regulation A  Rule 504		\$\$ \$\$ \$\$\$\$ \$
	Regulation A  Rule 504		\$\$ \$\$ \$\$ \$\$30,000.00 \$\$ \$\$

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer." See footnote (!) to Part C, Que	ing price given in response to Part C — Question 1 Question 4.a. This difference is the "adjusted gross stion 4.a.		\$ <u>22,500,000.00</u>
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	ly purpose is not known, furnish an estimate and fthe payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			
	Purchase of real estate including closing costs	[	<b></b>	\$ 21,542,211.00
	Purchase, rental or leasing and installation of mad and equipment	:hinery [	¬s	□\$
	Construction or leasing of plant buildings and fac	ilities[	_ \$	s
	Acquisition of other businesses (including the val offering that may be used in exchange for the asso issuer pursuant to a merger)	ets or securities of another	<b></b>	
	Repayment of indebtedness		s	
	Working capital	\$ <u>129,253.00</u>	s	
			\$ 159,957.00	<u></u>
		[	s	
	Column Totals		\$ <u>957,789.00</u>	\$ <u>21,542,211.00</u>
	Total Payments Listed (column totals added)		<b>₹</b> \$ <u>22</u> ,	500,000.00
		D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	rnish to the U.S. Securities and Exchange Commis	sion, upon writtei	
Iss	uer (Print or Type)	Signature	Date	
	source Real Estate Investors III, L.P.	01101	11/18/0	<u> </u>
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)		
D:	arshan V. Patel	Chief Legal Officer & Secretary of Resource Capit	al Partners, Inc., th	e General Partner

- ATTENTION --

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