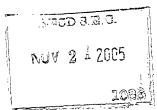
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FORM D

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

OMB Approval .							
OMB Number:	3235-0076						
Expires: Nover	Expires: November 30, 2001						
Estimated average burden							
hours per respon	nse 16.00						

	SEC USE ONLY
Prefix	Serial
	11
	DATE RECEIVED
	<u> </u>

Name of Offering (check if this is an amendment and name has cha				
SIMS OASIS, LLC, TAXABLE REVENUE BONDS, OASIS	PROJECT, SERIES 2005			
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 50☐ ULOE	5 X Rule 506 □ Section 4(6)			
Type of Filing: X New Filing				
A. BASIC IDENTIFICAT	ION DATA 100 (100 100 100 100 100 100 100 100 10			
Enter the information requested about the issuer				
Name of Issuer (check if this is an amendment and name has change	d, and indicate change.)			
SIMS OASIS, LLC	. 05074015			
Address of Executive Offices (Number and Street, City, State, Zip Code)				
3530 POST ROAD, SOUTHPORT, CT 06890	(203) 418-9002			
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including PROCESSED (203) 418-9002			
	DEC 1 3 2005			
Brief Description of Business	S 2000			
Funding Entity	THOMSON			
Type of Business Organization	FINANCIAL			
☐ corporation ☐ limited partnership, already formed	X other (please specify): limited			
liability company	"			
business trust limited partnership, to be formed				
Month	Year			
Actual or Estimated Date of Incorporation or Organization: 09	2005 X Actual □ Estimated			
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Post	4			
CN for Canada: FN for other foreign	I			

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.

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

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.

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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: X Promoter X Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner							
Full Name (Last name first, if individual)							
SIMS, WILLIAM B.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
3530 POST ROAD, SOUTHPORT, CT 06890							
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.							
Full Name (Last name first, if individual)							
SANDS, R. JEFFREY, JR.							
Business or Residence Address (Number and Street, City, State, Zip Code) 3530 POST ROAD, SOUTHPORT, CT 06890							
Check Box. (es) that Apply: X Promoter X Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or							
Managing Partner							
Full Name (Last name first, if individual) FREY, WALTER A, III							
Business or Residence Address (Number and Street, City, State, Zip Code) 3530 POST ROAD, SOUTHPORT, CT 06890							
Check Box(es) that Apply: X Promoter X Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner							
Full Name (Last name first, if individual) ROLETT, RODERIC L.							
Business or Residence Address (Number and Street, City, State, Zip Code) 3530 POST ROAD, SOUTHPORT, CT 06890							
Check Box(es) that Apply: X Promoter X 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)							

B. INFORMATION ABOUT OFFERING	
	Yes No
1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?	□ X
Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from any individual?	\$25,000.00
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 commission or similar remuneration for solicitation of purchasers in connection with sales of securit offering. If a person to be listed is an associated person or agent of a broker or dealer registered with and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be	ies in the the SEC listed are
associated persons of such a broker or dealer, you may set forth the information for that broker or de	ater only.
Full Name (Last name first, if individual)	
HERBERT J. SIMS & CO., INC.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3530 POST ROAD, SOUTHPORT, CT 06890	
Name of Associated Broker or Dealer	
HERBERT J. SIMS & CO., INC.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	☐ All States
(ALL LAW) [ART] (AR) [COL] (COL) [COL) (FR.) [COL) [COL) [COL)	
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]	
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] (OH] [OK] [PA]	
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [WA] [WV] [WI] [WY] [PR]	
[KI] [SC] [SD] [IN] [IX] [OI] [VI] [VA] [WA] [WA] [WI] [WI] [IX]	
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	FI A 11 Canada
(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]	
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	
FRI [SC] [SD] [TN] [TX] [TX] [VT] [VA] [WA] [WV] [WY] [WY] [PR	}

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offer-		
ing, check this box \(\preceq \) and indicate in the column below the amounts of the securities		
of- fered for exchange and already exchanged.		
Type of Security	Aggregate	Amount Already
Debt	Offering Price \$ 2,800,000	Sold \$
Equity	\$	\$
Common Preferred C	er	e.
Convertible Securities (including warrants)	J	3
Partnership Interests.	\$	\$
Other (Specify)	\$	\$
Total	\$ 2,800,000	\$
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 Investors	Aggregate Dollar Amount
Accredited Investors		Of Purchases \$
Non-accredited Investors.		\$
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 Security	Dollar Amount Sold
Type of offering.	Security	\$
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	\$
Printing and Engraving Costs.	\$
Legal Fees	. \$
Accounting Fees	\$
Engineering Fees	\$
Engineering Fees	\$
Sales Commissions (Specify finder's fees separately)	\$ 196,000
Other Expenses (identify) legal, etc_legal, trustee, printing, origination fee.	\$ 68,000
	\$ 264,000

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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."..... \$2,536,000 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 the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above. Payments to Payments To Officers, Others Directors, & Affiliates □ \$ \$ Purchase of real estate.... □ \$ □ \$ □ \$ □ \$ Purchase, rental or leasing and installation of machinery and equipment. □ \$ □ \$ Construction or leasing of plant buildings and facilities...... 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 □ \$ S Working capital S □ \$ Other (specify) investment in nursing home operator □\$ 2,536,000 Other (specify) □ \$ □ \$ Column Totals..... □ \$ □ \$ Total Payments Listed (column totals added)..... □ \$ □\$2,536,000 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)

Issuer (Print or Type)
SIMS OASIS, LLC
by HJ Sims Investments, LLC,
manager

Name of Signer (Print or Type)
R. Jeffrey Sands

Signature
November 8, 2005

Part of Signer (Print or Type)
Manager

(2) of Rule 502.

ATTENTION

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1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualifi	ication		
provisions of such rule?	Yes	No	Х
See Appendix, Column 5, for state response.			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times 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 notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) SIMS OASIS, LLC by HJ Sims Investments, LLC, manager	Date November \(\) \(\
Name of Signer (Print or Type) R. Jeffrey Sands	Title of Signer (Print or Type) Manager

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	non-ac inves	d to sell to ccredited stors in tate 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	amo	Type of investor and amount purchased in State (Part C-Item 2)			Disqualific under St ULOE (if attach explanatio waiver granted) (E-Item	
Stat e	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL								·	
AK									
AZ		X	debt			0_			Χ
AR			-						
CA	!.	X	debt			0			X
CO									
CT		X	debt			0			Х
DE									
DC									
FL		X	debt			0			X
GA		X	debt			0			Х
HI									
ID									
IL									
IN									
IA		X	debt			0			X
KS									
KY									
LA							_		
ME MD			dala			0			X
MA		X	debt			0			^
MI									
MN									
MS									
MO									
IVIO		<u> </u>		of 8					

APPENDIX

1	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)	regate price n state Type of investor and amount purchased in State		Type of investor and amount purchased in State			ification State (if yes, ach ation of granted) -Item 1)
				Number of Accredited Investors	A	Number of Nonaccredited Investors	Amount		
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
MT NE								-	
NV		X	Debt			0	<u> </u>		X
NH			Dest	<u> </u>		· · ·			
NJ		X	Debt			0		 	X
NM							 		
NY		Χ	Debt			0			X
NC		X	Debt			0			X
ND									
OH									
OK									
OR									
PA	ļ	X	Debt			0		ļ <u>-</u>	X
RI								<u> </u>	
SC								ļ	<u> </u>
SD									ļ
TN	 -	*7	D.14						X 7
TX	ļ	X	Debt			0	<u> </u>		X
UT VT									
VA		X	Debt			0			X
WA	-	<u> </u>	Dent			 			
WV	-								
WI				 			 		
WY									
PR									