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 May 31, 2005

Expires: hours per response

Estimated average burden



Name of Offering / (check if this is an amend	e change.)						
Offering of promissory notes							
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505	Rule 506 Section 4(6) ULOE					
Type of Filing: New Filing Ame	ndment						
	A. BASIC IDENTIFICATION 1	DATA					
1. Enter the information requested about the issu	ıer						
Name of Issuer (check if this is an amend	dment and name has changed, and indicate	e change.)					
PMC Cove Investors, LLC							
Address of Executive Offices	(Number and Street, City, State, Z						
212 West Van Buren, 9th Floor, Chicago, Ill	inois 60607	(312) 377-7100					
Address of Principal Business Operations	(Number and Street, City, State, Z	ip Code) Telephone Number (Including Area Code)					
Brief Description of Business		9					
Real estate development		DEC 2 8 2005					
Type of Business Organization		_ THOMSON					
corporation	limited partnership, already formed	other (pleases perio)					
business trust	limited liability company						
Actual or Estimated Date of Incorporation or Or	Month Yea 0 9 0	T Actual Estimated					
Jurisdiction of Incorporation or Organization: (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 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.

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.

> 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.

	w.s.v.	A. BASIC IDE	NTIFICATION DATA		
2. Enter the information rec	uested for the fol	lowing:			
 Each promoter of the 	ne issuer, if the iss	suer has been organized wi	thin the past five years;		
		power to vote or dispos	e, or direct the vote or	disposition of, 10	0% or more of a class of equity
securities of the iss	ŕ	foornarate issuers and of	corporate general and mana	aina nortnora of n	portnorship issuers; and
		of partnership issuers.	corporate general and mana	iging partners of p	darmership issuers, and
	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Check Box(es) that Apply:		Beneficial Owner	Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first, Providence Management	Company, LLC				
Business or Residence Addı 212 West Van Buren, 9 th			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Bruce LaMotte	if individual)				
Business or Residence Addr 212 West Van Buren, 9 th			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, LMA Limited Partnersh					
Business or Residence Addr 212 West Van Buren, 9 th			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Business or Residence Addr		Street, City, State, Zip Co.	de)	-	
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 Add	ress (Number and	Street, City, State, Zip Co	de)		
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 Add	ress (Number and	Street, City, State, Zip Co	de)		
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 Ad	dress (Number a	nd 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 Ad	dress (Number a	nd Street, City, State, Zip	Code)		
	(Use blan	k sheet, or copy and use a	dditional copies of this sh	eet, as necessary	/.)

	dieni	in the	Leading and the	S. Salaka K.	B. IN	IFORMAT	ION ABO	UT OFFEI	RING	12.27.27			
												Yes	No
1. Has	s the issue	er sold, o							s offering?.	•••••••	•••••		\boxtimes
Answer also in Appendix, Column 2, if filing under ULOE.													
2. What is the minimum investment that will be accepted from any individual?										<u>\$</u>	N/A		
										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 s list of t	similar ren ed is an as the broker	nunerat ssociate or deal	ion for so d person er. If mo	olicitation o or agent of	f purchaser a broker or (5) persor	rs in connec r dealer regi ns to be liste	tion with satered with	ales of secu the SEC ar	rities in the nd/or with a	offering. I	, any commi f a person to tes, list the dealer, you r	be name	
Full Na	ame (Last r	name fir	st, if indi	vidual)									
Busine	ss or Resid	dence A	ldress (N	umber and S	treet, City,	State, Zip C	Code)			<u> </u>			· · · · · · · · · · · · · · · · · · ·
Name o	of Associat	ted Brok	er or Dea	ler									
States i	in Which P	Person L	isted Has	Solicited or	Intends to	Solicit Purcl	hasers						
(Check	"All State	es" or ch	eck indiv	idual States)					•••••				States
[AL]	-	-	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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Full Na	ame (Last r	name fir	st, if indi	vidual)									
Busine	ss or Resid	dence A	dress (N	umber and S	treet, City,	State, Zip C	Code)		-				
Name (of Associat	ted Brok	er or Des	ler	·-··					·····			
TVairie V	oi Associai	ica Dior	ici oi bea	1101									
<u> </u>	· 1371 : 1 10	. ,	1 77	0.1: 7: 1	T 1 1 .	G 11 12 D - 1						·	
						Solicit Purc	nasers					À11	States
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[MT] [RI]	[NE [SC		[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH]	[OK] [WI]	[OR] [WY]	[PA] [PR]
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Dusine	22 OI 1/6210	delice A	101622 (14	univer and s	areet, City,	State, Zip C	.ode)						
Name o	of Associat	ted Brok	ter or Dea	ıler									
States i	in Which P	Person L	isted Has	Solicited or	Intends to	Solicit Purc	hasers						
				idual States									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]	[ID] [MO]
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[RI]	[SC		[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[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 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	\$	750,0		\$	750,000		
	Equity	\$		0	\$	0		
	☐ Common ☐ Preferred				<u> </u>			
	Convertible Securities (including warrants)	\$		0	<u>\$</u>	0		
	Partnership Interests	\$		0	\$	0		
	Other (Specify)	\$		0	\$	0		
	Total	<u> </u>	750,0		\$	750,000.		
	Answer also in Appendix, Column 3, if filing under ULOE.	Ψ	750,0	-	Ψ	750,000		
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."					sggregate		
			Number Investors			lar Amount Purchases		
	Accredited Investors			3	<u>\$</u>	750,000		
	Non-accredited Investors			0_	\$	0		
	Total (for filings under Rule 504 only)				\$			
3.	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.		Т		D.J	1 44		
	Type of offering		Type of Security		וסט	lar 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				\$			
	Printing and Engraving Costs				\$			
	Legal Fees			\boxtimes	\$	7,500		
	Accounting Fees				\$			
	Engineering Fees				\$			
	Sales Commissions (specify finders' fees separately)				\$			
	Other Expenses (identify)				\$			
	Total				\$	7,500		

ř.,	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPEN	ISES	S AI	ND USE OF PI	ROC	EEDS	1. 3.9.5°		
	b. Enter the difference between the aggregate off Question 1 and total expenses furnished in response is the "adjusted gross proceeds to the issuer."	to Part C - Question 4.a. This di	ffere	ence			<u>\$ 7</u>	742,500		
5.	Indicate below the amount of the adjusted gross proused for each of the purposes shown. If the amount estimate and check the box to the left of the estimate equal the adjusted gross proceeds to the issuer set above.	t for any purpose is not known, fate. The total of the payments li	furni sted	sh a mu:	n st					
					Payments to Officers, Directors, & Affiliates			ents To hers		
	Salaries and fees			<u>\$</u>			\$			
	Purchase of real estate			<u>\$</u>			\$			
	Purchase, rental or leasing and installation of			\$			\$			
	Construction or leasing of plant buildings and			\$	···				•	
	Acquisition of other businesses (including the this offering that may be used in exchange for another issuer pursuant to a merger)	the assets or securities of		\$		П	\$			
	Repayment of indebtedness		$\overline{\Box}$	\$	· — —		\$		•	
	Working capital		\Box	\$			\$	~		
	Other (specify <u>Distribution to Members of the</u>	: Issuer):			···········			A	,	
	. , ,	 -								
	Column Totals			_	742,500	-	\$			
				<u>\$</u>	742,500	. Ш	\$	0	•	
	Total Payments Listed (column totals added)	······································			⊠ <u>s</u>	_	742,500	<u>)</u>		
		D. FEDERAL SIGNATURE)					7. m	ri (Ing	
sig	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to furnmation furnished by the issuer to any non-accredited	nish to the U.S. Securities and E	xcha	inge	Commission, 1					
Iss	er (Print or Type)	Signature				Date				
	C Cove Investors, LLC	Cler Bolly					11/21/05			
	ne of Signer (Print or Type)	Title of Signer (Print or Type)								
Ala	n Pollack	Manager of Providence Ma	Manager of Providence Management Company, LLC, the Issuer's manager							

___ ATTENTION ____

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