#### 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** 

/	377302
Τ	OMB APPROVAL

OMB Number:

3235-0076 Expires:

Estimated average burden hours per response. . . . . . 16.00

SEC USE ONLY						
Prefix		Serial				
DA	TE RECEIVE	)				
	1					

UNIFC	ORM LIMITED OFFERING EXEMI	
Name of Offering ( check if this is an amend	iment and name has changed, and indicate change.)	
BROOKSHIRE RAW MATERIALS GROUP	P TRUST	
	Rule 504 Rule 505 Rule 506 Section 4(6)	□ ULOE
Type of Filing:	ent	D OLOR PHACESED
· · · · · · · · · · · · · · · · · · ·	A. BASIC IDENTIFICATION DATA	OCT N & 2008
1. Enter the information requested about the iss	uer	710040
Name of Issuer ( check if this is an amendme	ent and name has changed, and indicate change.)	THOMSON
BROOKSHIRE RAW MATERIALS GROUP		FINANCIAL
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
c/o Brookshire Raw materials management	, LLC, DUfferein Liberty Centre,	
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
219 Dufferin Street, Suite 300A, Toronto, O	ntario M6K 1Y9 Canada	
Brief Description of Business		
Private Commodity Pool		
Type of Business Organization		11
		lease specify).
business trust Iimi	ted partnership, to be formed	1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
	nter 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 se	ecurities in reliance on an exemption under Regulation D o	or Section 4(6), 17 CFR 230,501 et sea, 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 predictated on the filing of a federal notice.

> 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

#### A. BASIC IDENTIFICATION DATA 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. General and/or Executive Officer Check Box(es) that Apply: Promoter Beneficial Owner Director П Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner General and/or Executive Officer 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) ☐ Director General and/or Executive Officer Beneficial Owner 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) General and/or Beneficial Owner Executive Officer Director 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) ☐ Beneficial Owner ☐ Executive Officer General and/or Director 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) General and/or Executive Officer ☐ Beneficial Owner Director 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) Director General and/or ☐ Beneficial Owner Executive Officer 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)

	P STATE OF				B. IN	NFORMATI	ON ABOU	T OFFERI	NG.			r	
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes	No 🗷				
2.	What is the minimum investment that will be accepted from any individual?										\$_500	0.000,000.0	
3. 4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any						irectly, any	Yes <b>K</b>	No				
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)					·							
Ful.		Last name	first, if indi	vidual)									
		Residence	Address (N	umber and	l Street, Ci	ty, State, Z	(ip Code)						
Nar	ne of As	sociated Br	oker or Dea	ıler	· · · · · · · · · · · · · · · · · · ·						· · · · · · · · · · · · · · · · · · ·		
Sta			Listed Has										
	(Check	"All States	s" or check	individual	States)	,	***************************************	•••••		••••••			l States
	IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	MN OK WI	MS OR WY	ID MO PA PR
Ful	l Name (	Last name	first, if indi	vidual)							·		· · · · · · · · · · · · · · · · · · ·
Bus	siness of	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)						
Nar	ne of As	sociated Bi	oker or Dea	aler									
Sta			Listed Has										
	(Check	"All States	s" or check	individual	States)	•••••	****************			••••••	***************************************	AI	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (	Last name	first, if indi	vidual)							-		
Bus	siness o	Residence	Address (N	Number an	d Street, C	City, State,	Zip Code)						
Nai	me of As	sociated B	roker or De	aler		<u> </u>							
Sta			Listed Has										
	(Check	"All State:	s" 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	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

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

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

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	\$
	Equity	\$	\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests		
	Other (Specify Units of beneficial interests		
	Total	\$ 500,000,000.0	(\$ 0.00
	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."		Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	7	\$_4,262,640.00
	Non-accredited Investors	0	\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	) :	
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
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 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	<b></b>	\$_475,000.00
	Printing and Engraving Costs	<b>Z</b>	\$_25,000.00
	Legal Fees	<b>Z</b>	\$_220,000.00
	Accounting Fees		\$ 25,000.00
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$ 180,000.00
	Total		§ 925,000.00

	C OFFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PR	OCEEDS	
	<ul> <li>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."</li> </ul>	٤	499,075,000.00
i.	Indicate below the amount of the adjusted gross proceed 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.		
	proceeds to the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the issuer section in response to the contract of the contract of the issuer section in response to the contract of	Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	] \$	□ \$
	Purchase of real estate		
	Purchase, rental or leasing and installation of machinery		
	Construction or leasing of plant buildings and facilities	]\$	□ s
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		
	Repayment of indebtedness	\$	s
	Working canital	] <b>S</b>	
	Other (specify): purchase of commodities and fixed income portfolio	] \$	\$_499,075,000.00
		]\$	s
	Column Totals	s0.00	\$ 499,075,000.00
	Total Payments Listed (column totals added)	□ \$ <u>499</u>	0,075,000.00
064504 SSR2X	D.FEDERAL SIGNATURE		
ci a	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commiss information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of R	is filed under Rule sion, upon written	505, the following
lss	uer (Print or Type) Signature	Date	
Br	ookshire Raw Materials Group Trust		
	me of Signer (Print or Type)  The of Signer (Print or Type)  CEO of Brookshire Raw Materials Management	nt, LLC, the Man	aging Owner

#### - ATTENTION -

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

#### FORM D

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

#### FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires:
Estimated average burden
hours per response.....16.00

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

SEC USE ONLY					
Prefix	Serial				
DATE RECE	IVED				
	1				

Name of Offering ( check if this is an amenda	nent and name has changed, and indicate change.)	
BROOKSHIRE RAW MATERIALS GROUP	TRUST	
Filing Under (Check box(es) that apply): Ru	le 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendmen		
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issue	ег	
Name of Issuer ( check if this is an amendmen	t and name has changed, and indicate change.)	
BROOKSHIRE RAW MATERIALS GROUP T	RUST	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
c/o Brookshire Raw materials management,	LLC, DUfferein Liberty Centre,	
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
219 Dufferin Street, Suite 300A, Toronto, On	tario M6K 1Y9 Canada	
Brief Description of Business		
Private Commodity Pool		W. C. C.
Type of Business Organization		A Secondary
corporation limite	ed partnership, already formed other (pl	lease specify):
business trust limite	d partnership, to be formed	· · · · // //
	Month Year	
Actual or Estimated Date of Incorporation or Organ		nated.
	er two-letter U.S. Postal Service abbreviation for State:	· /
	N for Canada: FN for other foreign jurisdiction)	

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

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

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

Filing Fee: There is no federal filing fee.

#### State:

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

#### - ATTENTION -

Failure to file notice in the appropriate states will 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.

#### A. BASIC IDENTIFICATION DATA 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) 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) 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)

					B. IN	FORMATI	ON ABOUT	OFFERIN	iG			Mary a	and the second
1:	Has the i	ssuer sold	or does the	e issuer in	tend to sel	to non-ac	credited in	vestors in	this offeri	ng?		Yes	No <b>x</b>
•.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												
2.	1.0									•••••	\$_500	0.000,000.0	
3.	3. Does the offering permit joint ownership of a single unit?								Yes <b>≆</b>	No			
4.	Enter the	informati	on requeste lar remuner ed is an asse	ed for each ation for so	n person wollicitation	ho has beer of purchase nt of a brok	n or will b rs in conne er or dealei	e paid or g ction with registered	iven, direct sales of sec with the S	etly or indi urities in th EC and/or	rectly, any ne offering. with a state	_	_
	or states,	list the na or dealer.	me of the br you may se	oker or de	aler. If mo informatio	re than five on for that	(5) person broker or c	s to be liste lealer only	ed are assoc	ciated pers	ons of such		
	I Name (L		irst, if indi			· · · · · · · · · · · · · · · · · · ·							
N// Bus	•	Residence	Address (N	umber and	Street, Ci	ty, State, Z	ip Code)						
Naı	me of Ass	ociated Br	oker or Dea	ler									
Sta			Listed Has									····	
	(Check '	'All States	" or check i	individual	States)							☐ AI	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL DAT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	(MI)	MN OK	MS OR	MO PA
	MT]	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	ll Name (I	ast name	first, if indi	vidual)									
Bu	siness or	Residence	Address (N	lumber an	d Street, C	ity, State, 2	Zip Code)						
Na	me of Ass	ociated Br	oker or Dea	ıler					<del></del>				
Sta	ites in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	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 OR	MO PA
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	WY	PR
Fu			first, if indi	vidual)									
							<del></del>						
Bu	siness or	Residence	Address (N	Number an	d Street, C	city, State, 2	Zip Code)						
Na	me of Ass	ociated Br	oker or De	aler								·	
Sta	ates in Wh	ich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers	·					
	(Check	"All State:	s" or check	individual	States)				***************************************			☐ A!	II States
	AL	AK	ΑZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ĪD
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS OR	MO PA
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH)	OK WI	WY	PR

## C: OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

١.	enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the 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 Pric	e	Amount Already Sold
	Debt	\$		\$
	Equity	\$		\$
	Common Preferred			
	Convertible Securities (including warrants)			
	Partnership Interests			\$
	Other (Specify Units of beneficial interests	\$_500,000,00	)0.0C	)\$
	Total	\$_500,000,00	)0.00 ——	\$_0.00
	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."			Accessed
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	7		\$_4,262,640.00
	Non-accredited Investors	0		\$
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	;		
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505		_	\$
	Regulation A		_	\$
	Rule 504	<del> </del>		\$
	Total			\$_0.00
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 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		Z	\$
	Printing and Engraving Costs		Z	\$_25,000.00
	Legal Fees		Z	\$_220,000.00
	Accounting Fees		Z	\$ 25,000.00
	Engineering Fees			\$
	Sales Commissions (specify finders' fees separately)			\$
	Other Expenses (identify)		$\overline{Z}$	\$_180,000.00
	Total			\$ 925,000.00

	C. OFFERING PRICE NUMBER	OF INVESTORS EXPENSES AND USE OF PI	ROCEEDS	
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — Que proceeds to the issuer."	estion 4.a. This difference is the "adjusted gross		\$
5.	Indicate below the amount of the adjusted gross proceed each of the purposes shown. If the amount for any p check the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C	urpose is not known, furnish an estimate and payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[	] \$	
	Purchase of real estate	[		
	Purchase, rental or leasing and installation of machin and equipment	nery	¬s	
	Construction or leasing of plant buildings and facility	ies[		
	Acquisition of other businesses (including the value	of securities involved in this		
	issuer pursuant to a merger)			□°———
	Repayment of indebtedness			U •
	Working capital Other (specify): purchase of commodities and fixe	d income portfolio		☐ \$ 499.075.000.00
	Other (specify): paretiase of commodities and the		<u>/</u> ]	U*
			s	s
	Column Totals		\$ 0.00	S 499,075,000.00
	Total Payments Listed (column totals added)	······································	☐ \$ <u>_4</u> 9	99,075,000.00
		D. FEDERAL SIGNATURE		
-i-	e issuer has duly caused this notice to be signed by the un nature constitutes an undertaking by the issuer to furnis information furnished by the issuer to any non-accred	sh to the U.S. Securities and Exchange Commis	ision, upon writte	tle 505, the following on request of its staff,
lss	uer (Print or Type)	Signature	Date	
В	ookshire Raw Materials Group Trust	Mn/////		
Na	me of organic (common type)	ttle of Signer (Print or Type)		
	n Marshall	CEO of Brookshire Raw Materials Manageme	ent, LLC, the Ma	naging Owner

- ATTENTION -

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