

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

FORM D

OMB Number: 3235-0076

OMB APPROVAL

Expires: April 30, 2008 Estimated average burden hours per response . . . 16.00

NOTICE OF SALE OF SECURITIES PHU	CESSED	
PURSUANT TO REGULATION D,	SEC US	E ONLY
UNIFORM LIMITED OFFERING EXEMPTION	1 2 2007 <sup>Prefix</sup>	Serial
THOI FINA	MSON DATER NCIAL	ECEIVED

Name of Offering ([] check if this is an amendment and name has Genesee Leveraged Balanced Fund Ltd. (the "Issuer")	changed, and indicate change.)										
Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 50	5 [X] Rule 506 [] Section 4(6) [] ULOE										
Type of Filing: [X] New Filing [] Amendment											
A. BASIC IDENTIFICATION	FION DATA										
Enter the information requested about the issuer											
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)  Genesee Leveraged Balanced Fund Ltd.  07070239											
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Harneys Corporate Services Limited, Craigmuir Chambers, P.O. Box 71, Road Town, Tortola VG 1110 British Virgin Islands  Towns Tortola VG 1110 British Virgin Islands											
Address of Principal Business Operations (Number and Street, City, State, Zip (if different from Executive Offices) Genesee Leveraged Balanced Fund Ltd., Flamboyan 9, P.O. Box 4774, Willemstad, Curacao Netherlands Antilles											
Brief Description of Business Investing and trading securities and/or other financial instruments, direct (the "Master Fund").	y or indirectly through Genesee Master Balanced Fund Ltd.										
Type of Business Organization [ ] corporation [ ] limited partnership, already	British Virgin Islands exempted company										
[ ] business trust [ ] limited partnership, to be Actual or Estimated Date of Incorporation or Organization: Month/Year	formed										
Actual or Estimated Date of Incorporation or Organization: Month/Year 03/2007	[X] Actual [] Estimated										
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Se CN for Canada; FN for other fo											

# **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 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 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.

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.

# 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	[ ] Beneficial Owner	I 1 Executive Officer	[ ] Director	[ ] General and/or
				Managing Partner
Full Name (Last name first, if individual) Genesee Investments LLC (the "Investme	nt Manager")			
Business or Residence Address (Numb 10500 N.E. 8th Avenue, Suite 1920, Bellev	oer and Street, City, State, Zi ue, Washington 98004-433			
Check Box(es) that Apply: [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual) Fiduciary Group, Ltd.				
Business or Residence Address (Numl Folio House, P.O. Box 800, Road Town, T	oer and Street, City, State, Zi ortola British Virgin Island			
Check Box(es) that Apply: [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual) Casey, Gordon W.				
Business or Residence Address (Numl P.O. Box 4459 Willemstad, Curacao, Neth	oer and Street, City, State, Zi erlands Antilles	p Code)		
Check Box(es) that Apply: [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual) Morken, Donald R.				
Business or Residence Address (Numbero Genesee Investments LLC, 10500 N.E	ber and Street, City, State, Zi . 8th Street , Suite 1920, Be	p Code) I <mark>levue, Washington 98004-</mark> 4	1332 USA	
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 (Num	ber and Street, City, State, Zi	p Code)		
Check Box(es) that Apply: [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual)				
Rusiness or Residence Address (Num	her and Street City State Zi	in Code)		

	B. INFORMATION ABOUT OFFERING											
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											
2.	What is the minimum investment that will be accepted from any individual?											
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 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.											
	ll Name (Last name first, if individual) t applicable.											
Bu	siness or Residence Address (Number and Street, City, State, Zip Code)											
Na	me of Associated Broker or Dealer											
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers neck "All States" or check individual States)											
I	{											
]	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	ll Name (Last name first, if individual)											
Bu	siness or Residence Address (Number and Street, City, State, Zip Code)											
Na	me of Associated Broker or Dealer											
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers neck "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[]											
Ful	Il Name (Last name first, if individual)											
Bu	siness or Residence Address (Number and Street, City, State, Zip Code)											
Na	me of Associated Broker or Dealer											
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers heck "All States" or check individual States)  [ ] All States											
	AL[] AK[] AZ[] AR[] CA[] CO[] CT[] DE[] DC[] FL[] GA[] HI[] ID[]											
N	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 []											
F	RI[] SC[} SD[] TN[] TX[] UT[] VT[] VA[] WA[] WV[] WI[] WY[] PR[]											

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 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 the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security Offering Price Sold 0 0 \$ 0 0 \$ □ Preferred □ Common Convertible Securities (including warrants): ......\$ Partnership Interests.....\$ 0 \$ Other (Specify: )......\$ 1,000,000,000(a) \$ Total .......\$ 1,000,000,000(a) \$ 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." Aggregate Number Dollar Amount Investors of Purchases 12,500,513 4 Accredited Investors Non-accredited Investors..... 0 0 N/A N/A Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filling 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. Dollar Amount Type of Type of offering Security Sold N/A Rule 505 ..... \$ Regulation A ..... N/A \$ N/A Rule 504 \$ Total ..... N/A 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. X Transfer Agent's Fees ..... Printing and Engraving Costs ..... X \$ X \$ 35,000 Legal Fees .....

Accounting Fees

Engineering Fees.

Sales Commissions (specify finders' fees separately).....

Other Expenses (identify filing fees \_\_\_\_\_).....

Total .....

7,500

5,000

50.000

X

X

 $\boxtimes$ 

X

X

\$

\$

\$

\$

<sup>(</sup>a) Open-ended fund; estimated maximum aggregate offering amount.

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

s 999,950,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. 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 adjustment gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Officer	S,			
		Director Affiliate			Į	Payments to Others
Salaries and fees	(X)	\$	<u>o</u>	X	\$	<u>o</u>
Purchase of real estate	Ø	\$	<u>o</u>	<b>(23)</b>	\$	<u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	X	\$	<u>o</u>	X	\$	<u>0</u>
Construction or leasing of plant buildings and facilities	(X)	\$	<u>o</u>	X	\$	<u>0</u>
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)	X	\$	<u>o</u>	×	\$	<u>o</u>
Repayment of indebtedness	X	\$	<u>o</u>	121	\$	<u>0</u>
Working capital	×	\$	<u>o</u>	X	\$	<u>0</u>
Other (specify): Portfolio Investments	×	\$	<u>o</u>	<b>D</b> ED	\$	999,950,000
Column Totals	X	\$	<u>o</u>	X	\$	999,950,000
Total Payments Listed (column totals added)	X		\$ <u>99</u>	9,95	0.00	<u>)0</u>

- D.	F	ED	ER/	٩L	SIGN	ATU	RE
. 5:1°				,	-	· · ·	4

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)(2) of Rule 502.

Issuer (Print or Type)

Genesee Leveraged Balanced Fund Ltd.

Name (Print or Type)

Donald R. Morken

Signature

Date

7/2/07

Title of Signer (Print or Type)

Director of the Issuer

**ATTENTION** 

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



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



#### OMB APPROVAL

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

SEC USE ONLY										
Prefix	Serial									
	<u>j</u>									
DATE F	RECEIVED									
	1									

Name of Offering ([] check if t Genesee Leveraged Balanced Fund Ltd.	his is an amendment and name has changed, and (the "Issuer")	d indicate change.)
Filing Under (Check box(es) that apply):	[ ] Rule 504 [ ] Rule 505 [ X ] R	tule 506 [ ] Section 4(6) [ ] ULOE
Type of Filing: [X] New Filin	g [ ] Amendment	
	A. BASIC IDENTIFICATION DATA	
Enter the information requested about the is	suer	
Name of Issuer ([ ] check if t Genesee Leveraged Balanced Fund Ltd.	his is an amendment and name has changed, and	d indicate change.)
	ber and Street, City, State, Zip Code) Craigmuir Chambers, P.O. Box 71, Road nds	Telephone Number (Including Area Code) (284) 494-2233
Address of Principal Business Operations (I if different from Executive Offices) Genese Flamboyan 9, P.O. Box 4774, Willemstad	e Leveraged Balanced Fund Ltd., Kaya	Telephone Number (Including Area Code) (599-9) 732-2222
Brief Description of Business Investing and trading securities and/or o (the "Master Fund").	ther financial instruments, directly or indirectl	y through Genesee Master Balanced Fund Ltd.
Type of Business Organization  Corporation	[ ] limited partnership, already formed	[ X ] other (please specify): British Virgin Islands exempted company
business trust	[ ] limited partnership, to be formed	
Actual or Estimated Date of Incorporation o	r Organization: Month/Year 03/2007 [X] A	actual [ ] Estimated
Jurisdiction of Incorporation or Organization		ation for State:

#### **ENERAL INSTRUCTIONS**

#### ederal:

The 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).

Then 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 (EC) 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 tates registered or certified mail to that address.

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

opies 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 gned copy or bear typed or printed signatures.

formation 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 quested in Part C, and any material changes from the information previously supplied in Parts A and B and the Appendix need not be filed with the SEC.

ling Fee: There is no federal filing fee.

## tate:

nis 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 m. 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 e as a precondition to the claim for 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. ne 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.

stential 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.

#### e 17 T.C 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. [ ] Executive Officer [ ] Director [ ] General and/or Check Box(es) that Apply: [X] Promoter [ ] Beneficial Owner Managing Partner Full Name (Last name first, if individual) Genesee Investments LLC (the "Investment Manager") (Number and Street, City, State, Zip Code) **Business or Residence Address** 10500 N.E. 8th Avenue, Suite 1920, Bellevue, Washington 98004-4332 [ ] General and/or Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director Managing Partner Full Name (Last name first, if individual) Fiduciary Group, Ltd. **Business or Residence Address** (Number and Street, City, State, Zip Code) Folio House, P.O. Box 800, Road Town, Tortola British Virgin Islands [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ] General and/or Check Box(es) that Apply: [ ] Promoter Managing Partner Full Name (Last name first, if individual) Casey, Gordon W. (Number and Street, City, State, Zip Code) Business or Residence Address P.O. Box 4459 Willemstad, Curacao, Netherlands Antilles [X] Director [ ] General and/or Check Box(es) that Apply: [ ] Promoter I 1 Beneficial Owner [ ] Executive Officer Managing Partner Full Name (Last name first, if individual) Morken, Donald R. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Genesee Investments LLC, 10500 N.E. 8th Street , Suite 1920, Bellevue, Washington 98004-4332 USA Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner **Executive Officer** [ ] Director General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code)

[ ] Beneficial Owner

(Number and Street, City, State, Zip Code)

Check Box(es) that Apply: [ ] Promoter

Full Name (Last name first, if individual)

**Business or Residence Address** 

[ ] Executive Officer

[ ] General and/or

Managing Partner

[ ] Director

Ĺ																																									
	ر د و	į, i									.7°€; • • •																											426			
1.	• • • • • • • • • • • • • • • • • • • •															-		No [ X ]																							
2. What is the minimum investment that will be accepted from any individual?												\$*		000,																											
(* Subject to waiver by the board of directors)  3. Does the offering permit joint ownership of a single unit?												Ye	s	1	No																										
											[ X	[]	[	[ ]																											
4.	co off an	mr feri	nis ing or v	sior . If with	a p a s	r sii pers state	mila on e o	ar to rs	rer be tat	mur e lis es,	erat ted list	tior is the	n fo an a	r so ass ime	olic oci of	itatio ated the	on c per brol	of p rso ker	ouro n o	cha r a de	sers gen aler	sir to: :.l	n c fa lf m	onn bro ore	ecti ker tha	on or an	with dea five	n sa ler (5)	ales reg pei	ectly s of ister rsons er or	sed ed	curi wit	ities h th e lis	in ie S ted	the EC						
Not	ap	pl	ica	ble	<u>.</u>						ivid																				•										
Bus	sine	88	Or	Re	sid	enc	:e /	Add	dre	988	(Nu	mt	oer	and	S	tree	t, Ci	ty,	St	ate	, Zi	o C	Cod	e)																	
Nar	ne	of	As	soc	iate	ed E	3ro	ke	r o	r D	eale												-																		
 Sta	tes	in	W	hicl	ı P	erso	on	Lis	ite	d H	as {	Sol	icite	ed o	or I	nter	ds t	o !	Sol	icit	Pur	rch	ase	ers																	
											vidu																						r	,		All	e+-	3+a	c		
A	L	[	]	AK	. [	1	A	Z	[	]	AR	_	-			[ ]	CC	)	[ ]		CT	-	-	DE	ĺ	]		: [	_	FL		1		Α	[ ]	HI		]	ID	ſ	_
	L T	-	-		]	-		A V	-	-	KS NH					[ ] [ ]			[ ] [ ]		ME NY	_	-	MD NC				\ [ ) [				]		N K	[ ] [ ]		] {	-		[ [	
	1	_	_		1			D			TN					[ ]			[ ]		VT	1	1	VA	]	]	WZ	<u>, [</u>	]	WV	<u> </u>	1	W	Ι	[ ]	WY	7 [	]	PR	[	]
Full	Na	am	e (	Las	t n	ame	e fi	rst,	, IŤ	ind	ivid	ua	l)																												
Bus	sine	ess	or	Re	sic	enc	e /	Ad	dre	ess	(Nu	ımi	ber	and	S	tree	t, Ci	ty,	St	ate	, Zi	p C	Cod	le)																	
Nai	me	of	As	soc	iat	ed I	3rc	ke	rc	or D	eale	<u></u> -																	•												
																nter	ds	to :	Sol	icit	Pui	rch	nase	ers																	
(Ch	ec	k ",	All	Sta	tes	" or	ch	ec	k i	indi	vidu	ıal	Sta	ites	)																		[		]	All	St	ate	8		
-	L	-	-		] :			Z	]	-	AR KS	-	-			[]			[ ] [ ]		CT ME	-	-	DE	]	-		2 [ 4 [				[ ] [ ]			[]		] ] ] {	]	ID MO	]	_
	T	_	_			-		IV	_	-	NH	_	-						[ ]		NY				֓֞֝֞֝֜֜֝֝֓֓֓֓֓֓֓֓֓֜֝֓֓֓֓֓֓֓֓֓֓֓֜֜֜֓֓֓֓֓֓֓֡֓֜֝֡֡֓֜֓֜֓֡֡֓֜֝	1	NI	ן כ	]	OF	i	]	C	K	[ ]	OF	₹ [	]	PΑ	[	]
		_			_			_	-		TN livid			T	<u>x</u>	[ ]	U.	<u>r                                    </u>	[ ]		VT	_[	1_	VA	<u>. [</u>	]	W)	4 [	. ]	W	7			/I	[ ]	WY	<u> </u>		PR		<u></u>
Bus	sine	988	01	· Re	sic	lend	e.	Ad	dre	ess	(NL	ıml	ber	and	d S	tree	t, C	ity,	, SI	ate	e, Zi	рC	Coc	le)																	
Na	me	of	As	soc	iat	ed I	Bro	ke	er c	or D	eale	ər								-								•													
											as :					nter	nds	lo	So	licit	Pu	rch	nas	ers																	
•															•		-	_	, ,	1	am	r	,	<b>-</b>	, ,	,	<b>.</b>	<b>,</b> ,		A.e.s.		, ,	Ţ	תי		All					,
1	L	[	]	IN	] ]	]	Ι	Z A	Ţ	]	AR KS	[	1	K	Y	[ ]	L	A		1	CT ME	Į.	}	ME	] :	]	M		[ ]	M.	ľ.	[ ]	ľ	IN	[ ]	MS	I [	]	MO	[	}
	IT I				] :	-		IV SD	-	-	NH TN					[ ]			[ ]		NY VT				] :			o I				[ ] [ ]			[ ]		R [ Y [			. [	

<u>;</u>					
	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	US	E OF PROCEE!	)S	<b>《三级和保证》</b>
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 the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$	9	<u>0</u> \$	<u>o</u>
	Equity:	\$	9	<u>0</u> \$	<u>o</u>
	Common ☐ Preferred Convertible Securities (including warrants):	\$	(	0 \$	<u>o</u>
	Partnership Interests	\$	9	<u>0</u> \$	<u>o</u>
	Other (Specify: )				<u>12,500,513</u> 12,500,513
	Answer also in Appendix, Column 3, if filing under ULOE.	Ψ	1,000,000,000[a	Π 4	12,500,515
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 of Purchases
	Accredited Investors		<u>4</u>	\$	12,500,513
	Non-accredited Investors		<u>o</u>	\$	<u>o</u>
	Total (for filings under Rule 504 only)		<u>N/A</u>	\$	<u>N/A</u>
	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.		T. 00 of		Dallas Assaura
	Type of offering		Type of Security		Dollar Amount Sold
	Rule 505		N/A	\$	<u>o</u>
	Regulation A		N/A	\$	<u>0</u> 0 0 0
	Rule 504  Total		<u>N/A</u> N/A	\$ \$	<u>0</u>
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.			•	ž
	Transfer Agent's Fees		X	\$	<u>o</u>
	Printing and Engraving Costs		<b>X</b>	\$	<u>2,500</u>
	Legal Fees		X	\$ \$	<u>35,000</u> 7,500
	Engineering Fees		抠	\$	<u>0</u>
	Sales Commissions (specify finders' fees separately)		<b>(2)</b>	\$	<u> </u>
	Other Expenses (identify filing fees)		(X)	\$ \$	<u>5,000</u> 50,000
				•	

a) Open-ended fund; estimated maximum aggregate offering amount.

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

<u>999,950,000</u>

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. 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 adjustment gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payment Officer Directors Affiliate	F	Payments to Others		
Colorina and force	133		_	ю		_
Salaries and fees	IS4	\$	0	XI.	<b>&gt;</b>	ō
Purchase of real estate	X	\$	<u>0</u>	X	\$	<u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	X	\$	Ō	X	\$	Ō
Construction or leasing of plant buildings and facilities	X	\$	<u>o</u>	X	\$	<u>0</u>
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)	X	\$	<u>o</u>	X	\$	<u>ō</u>
Repayment of indebtedness	X	\$	<u>o</u>	X	\$	<u>0</u>
Working capital	×	\$	<u>o</u>	X	\$	<u>0</u>
Other (specify): Portfolio Investments	X	\$	<u>o</u>	180	\$	<u>999,950,000</u>
Column Totals	120	\$	<u>o</u>	X	\$	<u>999,950,000</u>
Total Payments Listed (column totals added)	X		\$ <u>99</u>	99,95	0,00	<u>00</u>

# DEFEDERAL 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)(2) of Rule 502.

Issuer (Print or Type)

Genesee Leveraged Balanced Fund Ltd.

Signature Maulus

Date

7/2/07

Name (Print or Type)

Donald R. Morken

Title of Signer (Print or Type)
Director of the Issuer

**END** 

### **ATTENTION**

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