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

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	OMB APP	ROVAL
	OMB Number:	3235-0076
	Expires:	
	Estimated average	ge burden
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DATE RECEIVED

GOSPEL HILL PRODUCTIONS, LLC		MAIL
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A. BASIC IDENTIFICATION DATA	[3]	2000
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GOSPEL HILL PRODUCTIONS, LLC	\	SER
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8228 SUNSET.BOULEVARD.LOS ANGELES.CA.90046	323-654-1450	*******
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MOTION PICTURE PRODUCTION		
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LIMITED	IABILITY COMP	PANY DRACEOCEN
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GENERAL INSTRUCTIONS		THOMSON
Federal: Who Must File: • • • • • • • • • • • • • • • • • • •		FINANCIAL

When To File: • • • • • • • • • • • • • • • • • • •		
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Where To File: • * *********************************		
Copies Required:		
Information Required: • • • • • • • • • • • • • • • • • • •	***** * ** * * * * * * * * * * * * * * *	**************************************
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.

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SCOTT ROSENFELT					
C404 Mileties Died #4505		** *** * **** *** *** ** ** ** ** ** **			
6404 Wilshire Blvd.,#1505					
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RK MEDIA, LLC					

2822 Knollcrest Drive Bu	rlinaton. WI 53°	105			
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					B. 11	FORMATI	ON ABOU	T OFFERI	NG				
	Has the	issuer solo	i, or does th								••••••	Yes [No Ix
						Appendix,						\$ 25,000.00	
	What is	the minim	um investn	nent that w	ill be acce	pted from a	ny individ	ual?				\$_25,	
i	Does the	e offering	permit join	t ownershi	p of a sing	le unit?				.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Yes 	No
	commiss If a person or states	sion or sim on to be lis . list the na	ion request ilar remune ited is an ass ame of the b you may s	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase nt of a brok ire than five	rs in conne er or deale (5) persor	ection with r registered is to be list	sales of sec l with the S ed are asso	curities in the EC and/or	he offering with a state	:	
	Name (I		first, if ind	ividual)									
		·	Address (N	lumber and	l Street, Ci	tv. State, Z	ip Code)	<u> </u>					
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√am	ne of Ass	ociated Br	oker or De	aler									
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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Type of Security Debt	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 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Equity				=
Common Preferred		Debt	\$	\$
Common Preferred		Equity	\$ 2,500,000.00	\$_125,000.00
Convertible Securities (including warrants)				
Partnership Interests \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$			\$	\$
Total		Partnership Interests	\$	
Total		Other (Specify)	\$	\$
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 lotal lines. Enter "0" if answer is "none" or "zero." Number Number Number Number Investors 1		Total	\$ 2,500,000.00	\$ 125,000.00
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 of Purchases 1				
Accredited Investors	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	:	Aggrugate
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 Offering Rule 505 Regulation A Rule 504 Rule 504 Total 3. 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 Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) S Dollar Amount Sold S 125,000.00 \$ 5,000.00 \$ 5,000.00 \$ 5,000.00 \$ 5,000.00 \$ 5,000.00			Investors	Dollar Amount of Purchases
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 Offering Rule 505 Regulation A Rule 504 Total Suld Suld \$ 125,000.00 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 Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)				
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 Rule 505 Regulation A Rule 504 Total Sulfate Total Sulfate Total Sulfate Total Sulfate Total Sulfate Total Sulfate Sul		Total (for filings under Rule 504 only)		\$
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 Rule 505 Regulation A Rule 504 S Total S 125,000.00 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 Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Dollar Amount Sold \$ 125,000.00 \$ 525,000.00 \$ 5,000.00 \$ 5,000.00 \$ 5,000.00 \$ 5,000.00 \$ 10,000.00		Answer also in Appendix, Column 4, if filing under ULOE.		
Type of Offering Rule 505 Regulation A Rule 504 Total Substitution 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 Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Sold \$ 125,000.00 \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	3.	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the		
Regulation A \$ Rule 504			Security	Sold
Rule 504		Rule 505	equity	\$_125,000.00
Total		Regulation A		\$
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		Rule 504		\$
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		Total		<u>\$ 125,000.00</u>
Printing and Engraving Costs \$	4	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		
Legal Fees \$ 5,000.00 Accounting Fees \$		Transfer Agent's Fees		\$
Accounting Fees		Printing and Engraving Costs		
Engineering Fees		Legal Fees	/	\$_5,000.00
Sales Commissions (specify finders' fees separately) Other Expenses (identify) \$ 5,000.00		Accounting Fees		\$
Other Expenses (identify) \$ 10,000,00		Engineering Fees		\$
10 000 00		Sales Commissions (specify finders' fees separately)		\$_5,000.00
10 000 00		Other Expenses (identify)		\$
				\$ 10,000.00

	C. OFFERING PRICE, NU	IMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	and total expenses furnished in response to Part C	ffering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gross		\$2,490,000.00
5.	each of the purposes shown. If the amount for	proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and all of the payments listed must equal the adjusted gross Part C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[\$ 0.00	S
	Purchase of real estate	[\$_0.00	<u></u> \$
	Purchase, rental or leasing and installation of rand equipment	nachinery [\$ <u></u> 0.00	
	Construction or leasing of plant buildings and	facilities	\$_0.00	<u>\$</u>
	Acquisition of other businesses (including the offering that may be used in exchange for the	value of securities involved in this		
	Repayment of indebtedness		1,000,000.0	· S
	Other (specify):			 \$
			\$	\$
	Column Totals		\$_2,500,000.0	0_\$_0.00
	Total Payments Listed (column totals added)		□ \$ <u>2</u> ,	500,000.00
		D. FEDERAL SIGNATURE	. ,	
sig	enature constitutes an undertaking by the issuer to	the undersigned duly authorized person. If this notice furnish to the U.S. Securities and Exchange Commisaccredited investor pursuant to paragraph (b)(2) of I	sion, upon writte	le 505, the following n request of its staff
lss	suer (Print or Type)	Signature	Date	
G	OSPEL HILL PRODUCTIONS, LLC	1/	AUGUST 13, 20	07
	ame of Signer (Print or Type)	Title of Signer (Print or Pype)	<u> </u>	

- ATTENTION -

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

E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?

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)

GOSPEL HILL PRODUCTIONS, LLC

Name (Print or Type)

Title (Print or Type)

MANAGER

Instruction:

FREDDY BRAIDY

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.

			-	AP	PENDIX				
1	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Number of Number of Accredited Non-Accredited				No
AL		×							
AK		×							
AZ		×							<u> </u>
AR		×						1	
CA		×			_				
СО		×					_		
СТ		×							
DE		×	-						<u></u>
DC		×							
FL		×					-		
GA		×							
HI		×							
ID		×							
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IN		×							_
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KS	,	x							1
KY		×							
LA		×			_				1
ME	<u> </u>	×							
MD		×							
MA		×							
МІ		×							
MN		×						\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	
MS		×							

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		· · · · ·		APP	ENDIX					
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО		×								
МТ		×								
NE		×								
NV		×								
NH		×								
NJ		_ x								
NM		×								
NY		×				!			_ :	
NC		×						<u> </u>		
ND		×						_		
ОН		×	ļ J	_						
ОК		×	\ 							
OR		×						<u> </u>		
PA		×								
RI		X		-		,				
SC		_ ×							 	
SD		×								
TN		×			<u> </u>				 	
TX		x							<u> </u>	
UT		X						<u> </u>	<u> </u>	
VT		×					FNI		<u> </u>	
VA		<u> </u>								
WA		×		-					<u> </u>	
WV		×		<u> </u>					1 -	

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EQUITY

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\$125,000.00