1406870

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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DATE RECEIVED



FORM D

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

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Direct Invest – 500 East Main, LLC-Tenant in Common Interests						
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE						
Type of Filing: [] New Filing [X] Amendment						
A. BASIC IDENTIFICATION DATA						
Enter the information requested about the issuer						
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Direct Invest – 500 East Main, LLC						
Address of Executive Offices (Number and Street, City, State, Zip Code) 1302 Concourse Drive, Suite 301, Linthicum, Maryland 21090 Telephone Number (Incl. Area Code) (866) 678-1031						
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (If different from Executive Offices) Telephone Number (Incl. Area Code) SEP 1 3 2007						
Brief Description of Business Real Estate Investment & Management THOMSON FINANCIAL						
Type of Business Organization [] corporation						
Month Year Actual or Estimated Date of Incorporation or Organization: [01][07] [x]Actual [] Estimated Jurisdiction of Incorporation or Organization: DE (Enter two-letter U.S. Postal Service abbreviation for State; (CN for Canada: EN for 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 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 in 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: []	Promoter []	Beneficial Owner	[x]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if indiv Previdi, Richard	ridual)				_			
Business or Residence Address 1302 Concourse Drive, Suite	•	· -						
Check Box(es) that Apply: []	Promoter []	Beneficial Owner	[x]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)							
Business or Residence Addres 1302 Concourse Drive, Suite	•			•				
Check Box(es) that Apply: []	Promoter []	Beneficial Owner	[x]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)							
Business or Residence Address 1302 Concourse Drive, Suite	•					,		
Check Box(es) that Apply:[]	Promoter []	Beneficial Owner	[x]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)							
Business or Residence Address 1302 Concourse Drive, Suite	•	-						

B. INFORMATION ABOUT OFFERING							
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.	Yes []	No [X]					
,,	.	01 000					
What is the minimum investment that will be accepted from any individual?		91,900					
3. Does the offering permit joint ownership of a single unit?	Yes [X]	No []					
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.							
Full Name (Last name first, if individual) Cortese, Rocco							
Business or Residence Address (Number and Street, City, State, Zip Code) 561 First Street West, Sonoma, CA 95476							
Name of Associated Broker or Dealer Omni Brokerage		<u> </u>					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicited or Intends to Solicited Intends in	II []IE IS []M	10 A					
Full Name (Last name first, if individual) Temple, John							
Business or Residence Address (Number and Street, City, State, Zip Code) 11616 S. State # 1503, Draper, UT 84020							
Name of Associated Broker or Dealer Omni Brokerage							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States in Which Person Listed Has Solicited or Intends to Solicited Intends in States in Which Person Listed Has Solicited Intends in States in Which Person Listed Has Solicited Intends in States in Which Person Listed Has Solicited Intends in States in Which Person Listed Has Solicited Intends in States in Which Person Listed Has Solicited Intends in States in Which Person Listed Has Solicited Intends in States in Which Person Listed Has Solicited Intends in Which Person Lis	[] [S [] M OR[] P	10 A					

Full Name (Last name first, if individual) Mendell, James A.							
Business or Residence Address (Number and Street, City, State, Zip Code) One Market Street, Spear Tower, STE 1720, San Francisco, CA 94105							
Name of Associated Broker or Dealer Omni Brokerage							
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 [X] 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 [] VA [X] WA[] WV [] WI [] WY [] PR							
Full Name (Last name first, if individual) Ucciferri, Louie							
Business or Residence Address (Number and Street, City, State, Zip Code) 28025 Dorothy Dr., Suite 102, Agoura Hills, CA 91301							
Name of Associated Broker or Dealer Regent Capital Group, Inc.							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States							
Full Name (Last name first, if individual) Biesheuvel, Thomas R.							
Business or Residence Address (Number and Street, City, State, Zip Code) 6333 Potrero Ave, # 200, El Cerrito, CA 94530							
Name of Associated Broker or Dealer Berthel Fisher							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States [] All States [] All States [] All States [] Interport							

Full Name (Last name first, if individual) Pappas, Leslie							
Business or Residence Address (Number and Street, City, State, Zip Code) 235 Montgomery St, Suite 942, San Francisco, CA 94111							
Name of Associated Broker or Dealer Regent Capital Group, Inc.							
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 [X] 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 [] OK [] OR [] PA [] RI [] SC [] SD [] TN [] TX [] UT [] VA [] WA [] WV [] WI [] WY [] PR							
Full Name (Last name first, if individual) Delameter, Joseph							
Business or Residence Address (Number and Street, City, State, Zip Code) 10134—F Colvin Run Road, Great Falls, VA 22066							
Name of Associated Broker or Dealer Pacific West Securities, Inc.							
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 [X] 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 [] VA [] WA [] WV [] WI [] WY [] PR							
Full Name (Last name first, if individual) Baeranz, Frederick							
Business or Residence Address (Number and Street, City, State, Zip Code) 10134 – F Colvin Run Road, Great Falls, VA 22066							
Name of Associated Broker or Dealer Pacific West Securities, Inc.							
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 [X] 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 [] VA [] WA [] WV [] WI [] WY [] PR							

Full Name (Last name first, if individual) Renfro, Robert												
Business or Residence Address (Number and Street, City, State, Zip Code) Berthel Fisher Company												
Name of Associated Broker or Dealer 360 East Ave, #100/PO Box 2329, Ketchum, ID 83340												
States	in Whic	h Perso	n Listed	Has So	licited o	r Intend	s to Soli	cit Purc	hasers			
(Check	(Check "All States" or check individual states) [] All States											
[] AL	[] AK	[] AZ	[]AR	[]CA	[]CO	[]CT	[]DE	[]DC	[]FL	[]GA	[] HI	[X] 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

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

 Enter the aggregate offering price of securities included in the sold. Enter "0" if answer is "none" or "zero." If the transaction if and indicate in the columns below the amounts of the securities 	s an exchange offer	ing, check this box []
exchanged.	A ======ta	Amount Alroady
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	
[] Common [] Preferred		<u> </u>
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify: Tenancy in Common Interests)	\$ <u>16,895,000</u>	
Total	\$ <u>16,895,000</u>	\$ <u>16,726,050.00</u>
Answer also in Appendix, Column 3, if	filing under ULOE.	
 Enter the number of accredited and non-accredited investors offering and the aggregate dollar amounts of their purchases. I number of persons who have purchased securities and the agg the total lines. Enter "0" if answer is "none" or "zero." 	For offerings under F regate dollar amoun Number of	Rule 504, indicate the t of their purchases on Aggregate Dollar
	Investors	Amount of Purchases
Accredited Investors	30	\$ <u>16,726,050.00</u>
Non-accredited Investors		
Total (for filings under Rule 504 only)		\$
Total (for fillings areas reals 55 t 511)		
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in	filing under ULOE. e information reques e twelve (12) month	sted for all securities s prior to the first sale
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the	filing under ULOE. e information reques e twelve (12) month	sted for all securities s prior to the first sale
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Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in Type of Offering Rule 505	filing under ULOE. e information reques e twelve (12) month Part C-Question 1.	ated for all securities s prior to the first sale Dollar Amount Sold
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in Type of Offering Rule 505 Regulation A	filing under ULOE. e information reques e twelve (12) month Part C-Question 1.	sted for all securities s prior to the first sale Dollar Amount Sold
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in Type of Offering Rule 505 Regulation A Rule 504	filing under ULOE. e information reques le twelve (12) month Part C-Question 1. Type of Security e issuance and district expenses of the issuance is an expenditure is	bited for all securities s prior to the first sale Dollar Amount Sold \$ \$ \$ \$ bution of the securities uer. The information
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in Type of Offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the in this offering. Exclude amounts relating solely to organization may be given as subject to future contingencies. If the amount estimate and check the box to the left of the estimate. Transfer Agent's Fees	filing under ULOE. e information reques le twelve (12) month Part C-Question 1. Type of Security e issuance and district expenses of the issuance is an expenditure is []	bution of the securities bution of the securities bution of the securities suer. The information not known, furnish an
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in Type of Offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the in this offering. Exclude amounts relating solely to organization may be given as subject to future contingencies. If the amount estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	e information request twelve (12) month Part C-Question 1. Type of Security e issuance and district expenses of the issuance is an expenditure is []	bution of the securities bution of the securities bution of the securities uer. The information not known, furnish an
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in Type of Offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the in this offering. Exclude amounts relating solely to organization may be given as subject to future contingencies. If the amount estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	e information requeste twelve (12) month Part C-Question 1. Type of Security e issuance and district expenses of the issuance is an expenditure is []	bited for all securities s prior to the first sale Dollar Amount Sold S S S S bution of the securities uer. The information not known, furnish an S S S S S S S S S S S S S S S S S S
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in Type of Offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the in this offering. Exclude amounts relating solely to organization may be given as subject to future contingencies. If the amount 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	e information request twelve (12) month Part C-Question 1. Type of Security e issuance and district expenses of the issuance is an expenditure is []	bution of the securities bution of the securities bution of the securities uer. The information not known, furnish an
Answer also in Appendix, Column 4, if 3. If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in Type of Offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the in this offering. Exclude amounts relating solely to organization may be given as subject to future contingencies. If the amount estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	e information request twelve (12) month Part C-Question 1. Type of Security e issuance and district expenses of the issuance is an expenditure is []	bution of the securities bution of the securities bution of the securities uer. The information not known, furnish an

b.	Enter the difference between the aggregate offering price given in response to	
Pa	art C — Question 1 and total expenses furnished in response to Part C —	\$ <u>15,374,450</u>
Qı	uestion 4.a. This difference is the "adjusted gross proceeds to the issuer.	

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 Office Directors, & Affiliat	
Salaries and fees		[X]\$2,024,630	_ [X]\$ <u>614,153</u>
Purchase of real estat	e	[]\$	[X]\$ <u>11,544,489</u>
	sing and installation of machinery	[]\$	[]\$
	g of plant buildings and facilities	[]\$	_ []\$
securities involved in t exchange for the asse	sinesses (including the value of his offering that may be used in ts or securities of another issuer	[]\$	[]\$
	dness	[]\$	[]\$
Working capital		[]\$	[]\$
Other (specify):	Closing Costs	[]\$	[X]\$ <u>855,883</u>
	Reserves	[]\$	[X]\$ <u>335,295</u>
	·	[]\$	_ []\$
Column Totals		[X]\$2,024,630	[X]\$ <u>13,349,820</u>
Total Payments Li	sted (column totals added)	[x] \$1	5 374 450

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)(2) of Rule 502.

Issuer (Print or Type) Direct Invest – 500 East Main, LLC	Signature Way ? With	Date 8 31 07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	•
Wayne Weitz	Authorized Signatory	

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

is any party described in the environment processing study of the		
Is any party described in 17 CFR 230.262 presently subject to any of the	Yes	No
disqualification provisions of such rule?	[]	[x]
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) Direct Invest – 500 East Main, LLC	Signature Way ? Ut	Date 8(31)07		
Name of Signer (Print or Type) Wayne Weitz	Title of Signer (Print or Type) Authorized Signatory			

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	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3	4				5 Disqualification under State ULOE (If yes, attach	
			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of	investor and amou	int purchased im 2)	in State	explanation of waiver granted) (Part E-Item 1)	
STATE	YES	NO		NUMBER OF ACCREDITED INVESTORS	AMOUNT	NUMBER OF NON- ACCREDITED INVESTORS	AMOUNT	YES	NO
AL									
AK									
AZ									
AR	ĺ	i				_	-		
CA		X	Tenants-In-Common Interest/\$16,895,000	17	\$10,289,055.00	0	0		x
СО		X	Tenants-In-Common interest/\$16,895,000	1	\$266,941.00	0	0		х
СТ									
DE									
DC		х	Tenants-In-Common Interest/\$16,895,000	1	\$1,581,372.00	0	0		x
FL		X	Tenants-In-Common Interest/\$16,895,000	1	\$381,827.00	0	0		х
GA									
НІ				,					
םו		х	Tenants-In-Common Interest/\$16,895,000	1	\$699,453.00	0	0		х
IL									
IN									
iΑ									
KS									
KY									
LA									
ME									
MD									
МА		x	Tenants-In-Common Interest/\$16,895,000	1	\$571,051.00	0	0		х
МІ									
MN									

1	Intend to sell to non-accredited investors in		3 Type of security and aggregate offering price offered in state	4 Type of investor and amount purchased in State				5 Disqualification under State ULOE (If yes, attach explanation of waiver granted)	
	(Part B-Item 1		(Part C-Item 1)	(Part C-Item 2)				(Part E-Item 1)	
STATE	YES	NO		NUMBER OF ACCREDITED INVESTORS	AMOUNT	NUMBER OF NON- ACCREDITED INVESTORS	AMOUNT	YES	NO
MS									
МО									
MT									
NE				1.7			- "		
NV	. <u>-</u>	Х	Tenants-In-Common Interest/\$16,895,000	1	\$425,754.00	0	0		Х
NH									
NJ									
NM									
NY									
NC				_					
ND									
ОН				1 11					
ок									
OR		х	Tenants-In-Common Interest/\$16,895,000	1	\$533,882.00	0	0		Х
PA								ļ	
RI									
sc		X	Tenants-In-Common Interest/\$16,895,000	1	\$993,426.00	0	0		х
SD									
TN									
TX									
UT		X	Tenants-In-Common Interest/\$16,895,000	1	\$489,955.00	0	0		х
VT _									
VA									
WA		х	Tenants-In-Common Interest/\$16,895,000	1	\$493,334.00	0	0		х
w									
WI									
WY									
PR			_			<u> </u>	RIV		