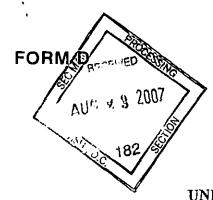
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

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

		•					
OMB APPROVAL							
OMB Num		3235-0076					
Expires:	April	30,2008					
Expires: April 30,2008 Estimated average burden							
hours ner r	esnons	e 16.00					

SEC USE ONLY						
Prefix	Sørial					
}·						
DATE RE	CEIVED					
1	,					

Filing Under (Check box(es) that apply): Rule Type of Filing: New Filing Amendment	2 504 Rule 505 Rule 506 Section 4(6	6) 🗍 ULOE
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)	07076230
Redline Holdings, LLC		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
37 Clermont, Newport Coast, CA 92657		(949) 338-7750
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business		-
Holding Company		PROCESSE
	partnership, already formed other partnership, to be formed	(please specify): LLC AUG 2 9 2007
Actual or Estimated Date of Incorporation or Organiz Jurisdiction of Incorporation or Organization: (Enter		timated FINANCIAL

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.

1 of 9

		A. BASIC ID	ENTIFICATION DATA	,		
Enter the information re	•	•				
-		-	within the past five years;	. 5. 100/ 5		•
	= ,	•	f corporate general and ma		a class of equity securities of the i	issuer.
		of partnership issuers.	corporate general and man	aging partners or)	tarmership issuers, and	
			Figure of San	C Diseates	Consol and/or	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
ull Name (Last name first, i	f individual)					
Parker, Zachary	·					
Business or Residence Addre 37 Clermont, Newport Co		Street, City, State, Zip C	ode)	····		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, i	f individual)					
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
full Name (I ast name first, i	f individual)					
						
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, i	f individual)					
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)			
	7 2	D b 6710	5 P			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, i	f individual)					
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	Promoter Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first. i	f individual)					
dusiness of Residence Addre	ss. (Number and	Street City State Zip C	ode)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
uil Name (Last name first, i	f individual)					

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

			*	В., І	NFORMAT	ION ABOU	T OFÉERI	NG	2 2 3	10 20	,		
1. Has the	issuer sol	d or does t	he issuer i	ntend to se	ell to non-a	occedited i	nvestors in	this offer	ing?		Yes	No	
1. 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.										لسا			
2. What is the minimum investment that will be accepted from any individual?									\$_ 6 0,	000.00			
3. Does the offering permit joint ownership of a single unit?									Yes	No			
											X		
commi	sion or sim	ilar remune	ration for s	solicitation	of purchase	ers in conn	ction with	sales of se	curities in t	irectly, any he offering. with a state			
or state	s, list the na	ame of the b	roker or de	ealer. If me		e (5) persor	ns to be list	ed are asso		ons of such			
Full Name (DIOKOI OI							
		,											_}
Business or	Residence	Address (N	lumber and	Street, C	ity, State, Z	Zip Code)							_
Name of As	nacinted D	roker or De	aler				·					<u> </u>	
Name of As	SOCIALEU BI	OKEL OF IVE	aie <u>i</u>										
States in W	nich Persor	Listed Ha	s Solicited	or Intend	to Solicit							*****	
(Check	"All State:	s" or check	individual	States)			***************************************	***************************************	***************************************		☐ All	States	
AL	AX	AZ	AR	CA	CO	CT	DE	DC	121.	GΑ	HI	ID	
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				تمیں	_		ريحين		<u> </u>	ويس		بمت	
Full Name (Last name	first if ind	ividual)			·							
Business or	Pacidence	Address ()	Jumbar on	d Street C	itu Stata	Zin Coda)							
			***************************************		-14 36, -314 16								
Name of As	sociated Bi	oker or De	aler										
States in Wi	nich Person	Listed Ha	Solicited	or Intends	to Solicit	Purchasers							
											☐ All	States	
AL	AK	AZ	[ĀR]	ĈĀ	CO	CT	DΕ	DC.	FL	ĜĀ	[HI_	ID	
	[N]		KS	KŸ	LA	ME	MD	MA		MN	MS	MO	
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RI	SC	<u> </u>		TX		VTI	VΑ	WA	$\overline{\mathbf{W}}$	CWT.	WY	PR	
Full Name (Last name	first_if ind	ividual)							- <u>-</u>			
Business or	Residence	Address ()	Number an	d Street. C	ity State	Zin Code)			·				
				<u>=</u>	, 0	<u> </u>				, _			
Name of As	sociated Br	oker or De	aler										_
States in W	i-l Dans	T :=4 - J TT.	C-11-1-1	Y 4 4-	4 (5-1)-1-1	D1				<u></u>			
States in Wi					to Solicit				***************************************		☐ All	States	
AL	[AK]	ΔZ)	AR	CA]	ICO.	CT	DE	DC			<u> </u>	ID	
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(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 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 Common Preferred Partnership Interests\$ Other (Specify Limited Liability Membership Interests \$ 3,300,000.00 3,300,000.00 3,300,000.00 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 Number Dollar Amount Investors of Purchases \$ 3,300,000.00 Accredited Investors 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 Dollar Amount Type of Offering Security Sold Rule 505 Regulation A \$ Rule 504 0.00 Total 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

b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer."			
			\$
each of the purposes shown. If the amount for archeck the box to the left of the estimate, The total o	f the payments listed must equal the adjusted gross		
		Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees		7.\$	
	-		
	-	_] *. 	
			. D\$
Construction or leasing of plant buildings and fac-	ilities[] \$	s
		_	_
offering that may be used in exchange for the ass issuer pursuant to a merger)	cts or securities of another]\$	 S 2 ,850,000.00 S S S S S S S S S S
Other (specify): Financing fees and transaction	expenses related to acquisition of business] \$	\$ 285,000.00
		s	s
Column Totals	[s 0.00	<u>\$ 3,285,000.00</u>
Total Payments Listed (column totals added)		□ \$ <u>-3,</u>	285,000.00
	D. FEDERAL SIGNATURE	, at	
ature constitutes an undertaking by the issuer to fur	nish to the U.S. Securities and Exchange Commis-	sion, upon writte	
er (Print or Type)	Signature 5	Date	
			•
-	Title of Signer (Print pr)Type)		
	Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of made and equipment Construction or leasing of plant buildings and fact Acquisition of other businesses (including the valoffering that may be used in exchange for the assissuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Financing fees and transaction Column Totals Total Payments Listed (column totals added) issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to fur	Purchase of real estate	Payments to Officers, Directors, & Affiliates Salaries and fees

- 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 p provisions of such rule?		Yes No		
	See	e Appendix, Column 5, for state re	sponse.		
2.	The undersigned issuer hereby undertakes to D (17 CFR 239.500) at such times as requir	furnish to any state administrator of ed by state law.	fany state in which this notice is fil	ed a notice on l	Form
3.	The undersigned issuer hereby undertakes to issuer to offerees.	o furnish to the state administrator	s, upon written request, informatio	on furnished b	y the
4.	The undersigned issuer represents that the is limited Offering Exemption (ULOE) of the s of this exemption has the burden of establish	state in which this notice is filed an	d understands that the issuer claim		
	er has read this notification and knows the cont thorized person.	tents to be true and has duly caused t	his notice to be signed on its behalf	by the undersi	igned
Issuer (Print or Type)	Signature	Date		
Redline	Holdings, LLC	\ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	August 17, 2007		

Title (Print or T

Initial Director

Instruction:

Name (Print or Type)

Zachary Parker

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.

, ,				, AI	PENDIX,	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)			
1	Intend to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 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
AL		×	Membership Interests	1	\$200,000.00	0	\$0.00		×
AK									
AZ									
AR									
CA		×	Membership Interests	7	\$2,025,000.	0	\$0.00		×
со									
СТ									
DE									
DC									
FL									
GA		×	Membership Interests	1	\$150,000.0	0	\$0.00		×
ні									
ID									
IL					_				
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		×	Membership Interests	1	\$225,000.00	0	\$0.00		×
MS									

	APPENDIX									
1	Intendate to non-a investor	I to sell ccredited s in State -ltem 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										
NM										
NY										
NC										
ИD										
он										
ок										
OR										
PA										
RI										
sc										
\$D										
TN										
TX		×	Membership Interests	3	\$700,000.00	0	\$0.00		×	
UΤ										
VΤ										
VA										
WA										
wv										
WI										

				, APP	ENDIX		-1	· · · · · · · · · · · · · · · · · · ·	
1		2	3		5 Disqualification				
	to non-a	d to sell accredited as in State s-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)				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
WY									
PR									