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FORM D

NOV 1 3 2007

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UNIFORM

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
ORM LIMITED OFFERING EXEMPTION

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

SEC USE ONLY							
Profix	Serial	_					
DA	E RECEIVED						

✓ UNIFORM LIMITED OFFERING EXEM	PHON
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
PopPack LLC (Conversion of existing LLC membership interests into Common A and Com	mon B Units of Membership Interests)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	D ULOE _
Type of Filing:	PROCESSED
A. BASIC IDENTIFICATION DATA	NOV 1 9 2007
Enter the information requested about the issuer	<i>P</i> (10: 300:
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	- THOMSON
PopPack LLC	FINANCIAL
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
301 Junipero Serra Blvd., Suite 220, San Francisco, CA 94127	415-452-4272
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
same	
Brief Description of Business	
Development and commecialization of packaging technology	
Type of Business Organization	
	please specify):
business trust limited partnership, to be formed limited liabil	ity company
	mated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	©A07083739

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.

	B. INFORMATION ABOUT OFFERING												
1.	Has the	issuer solo	l, or does th									Yes	No 💌
2.	Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?									s 626	3.00		
۷.	What is the intilinum revealment that will be decepted from any marriague.										Yes	No	
3.			permit join									K	
4.	commis If a pers or states	sion or sim on to be lis a list the na	ion request ilar remune ited is an ass ame of the b you may so	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase int of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in th EC and/or	he offering. with a state		
	Full Name (Last name first, if individual) None												
		Residence	Address (N	umber and	l Street, Ci	ty, State, Z	ip Code)						
	<u>-</u>												
Nar	ne of Ass	ociated Br	oker or De	aler									
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers						
	(Check	"All States	or check	individual	States)		***************************************			••••••			l States
	IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (Last name	first, if ind	ividual)									
Bus	iness or	Residence	: Address (1	Number an	d Street, C	ity, State, 2	Zip Code)				<u> </u>		
Nar	ne of Ass	ociated Br	oker or De	aler									
Sta			Listed Has										
	(Check	"All States	s" or check	individual	States)			•		•••••••		☐ VI	I States
	IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	MI OH WV	MN OK WI	MS OR WY	ID MO PA PR
Ful	l Name (1	Last name	first, if ind	ividual)									
Bus	siness or	Residence	: Address (1	Number an	d Street, C	ity, State, 2	Zip Code)	<u>-</u>		<u> </u>			
Nai	ne of Ass	sociated Bi	roker or De	aler	•								
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers						
	(Check "All States" or check individual States)									I States			
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT 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

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

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. ✓ Promoter Check Box(es) that Apply: ■ Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Perell, William Business or Residence Address (Number and Street, City, State, Zip Code) 301 Junipero Serra Blvd., Suite 200, San Francisco, CA 94549 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) Executive Officer General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer Director General and/or Check Box(es) that Apply: Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer General and/or Promoter Beneficial Owner Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer General and/or 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) (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.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt		•
	Equity		
	Common Preferred	·	<u> </u>
		•	\$
	Convertible Securities (including warrants)		
	Partnership Interests		
	Other (Specify Units of LLC Membership Interests	415 528 00	· · · · · · · · · · · · · · · · · · ·
	Total	410,020.00	\$ 212,703.00
	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."	Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	3	\$ 212,703.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	3	\$ 212,703.00
	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		\$
	Printing and Engraving Costs		\$
	Legal Fees	7	\$_15,000.00
	Accounting Fees	_	\$
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)	_	\$
	Total		\$ 15,000.00

	C. OFFERING PRICE, NUMB	BER OF INVESTORS, EXPENSES AND USE OF F	KUCEEDS	
	b. Enter the difference between the aggregate offeri and total expenses furnished in response to Part C— proceeds to the issuer."	ing price given in response to Part C — Question 1 Question 4.a. This difference is the "adjusted gross		\$
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		\$	
	Purchase of real estate		<u> </u>	<u> </u>
	Purchase, rental or leasing and installation of mac and equipment	hinery	s	s
	Construction or leasing of plant buildings and faci	ilities		\$
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	ts or securities of another	\$	
	Repayment of indebtedness			
	Working capital		\$	\$
	Other (specify): Membership interests are being	recapitalized and old membership	 	_ \$
	interests are being exchanged for new Common	A and Common B Units. There will be no		_
	cash proceeds. Valuation is based on net book	value	\$\$\$	□ \$
	Column Totals		\$_\$_\$_\$_\$_\$_\$_\$_\$_\$_\$_\$_\$_\$	\$0.00
	Total Payments Listed (column totals added)		□ \$ <u>41</u>	5,528.00
Г		D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-accumulation.	nish to the U.S. Securities and Exchange Commis	sion, upon writte	le 505, the following n request of its staff
Iss	ter (Print or Type)		Date 6) 4	170
	pPack LLC	William Perell	Oct o	7, 2007
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	•	
	iam Perell,	Manager		
_		<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?		507	

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)	Signature, 10 00	Date
PopPack LLC	William Perell	Oct. 27, 2007
Name (Print or Type)	Title (Print or Type)	
William Perell,	Manager	

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 2 4 ŀ 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price Type of investor and explanation of to non-accredited investors in State offered in state amount purchased in State waiver granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited Investors Investors Amount Yes No State Yes No Amount ALΑK AZAR A126,677 B213 223 40 \$339,900.00 CAX CO CT DÉ DC × 1 \$6,302.00 X A 6,302 FL GA HI ID 1 \$1,576.00 X ΙL × A 1,576 IN B 6,302 1 × X \$6,302.00 1A KS KY LA ME MD MA × 1 \$6,302.00 A 6,302 X A 1,576 1 MI \$1,576.00 × X MN MS

APPENDIX 5 1 2 3 Disqualification under State ULOE Type of security and aggregate (if yes, attach Intend to sell Type of investor and offering price explanation of to non-accredited investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited Yes State Yes No Investors Amount Investors Amount No MO MT NE NV NH NJ 2 X A 3,151 X \$3,151.00 NM A 36,238; B15,756 5 X X \$53,570.00 NY NC ND OH OK OR PA RI SC SD TN TX UT VT ٧A WA wvWI

			- .	APP	ENDIX				
1	Type of security Intend to sell and aggregate to non-accredited offering price investors in State (Part B-Item 1) (Part C-Item 1)			Type of investor and amount purchased in State			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	(Part C-Item 1)	Number of Accredited Investors	Accredited Non-Accredited		Yes	No No	
WY				1					
PR									[]