

FORM D

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

1425758
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FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Limited Liability Company Membership Interests

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(b) SEC ULOE

Type of Filing: New Filing Amendment

PROCESSED
Mall Processing Section
FEB 05 2008

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.)

Philip S. Paul Investments, LLC

Address of Executive Office (Number and Street, City, State, Zip Code)
1103 North Bayfront, Newport Beach, CA 92662

Washington, DC
Telephone Number (Including Area Code)
949-640-6900

Address of Principal Business Operations (if different from Executive Officers) (Number and Street, City, State, Zip Code)
same

Telephone Number (Including Area Code)
same

Brief Description of Business

Investment

Type of Business Organization

- corporation
- limited partnership, already formed
- other (please specify): Limited Liability Company
- business trust
- limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 08 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CA) CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTION

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 predicated on the filing of a federal notice.

Persons who 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 Executive Officer (Manager) Director General and/or Managing Partner

Name (Last name first, if individual)

Paul, Philip S.

Business or Residence Address (Number and Street, City, State, Zip Code)

1103 North Bayfront, Newport Beach, CA 92662

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Name (Last name first, if individual)

Michael & Carolyn Balaban Family Trust, udo April 3, 1987

Business or Residence Address (Number and Street, City, State, Zip Code)

1103 North Bayfront, Newport Beach, CA 92662

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Name (Last name first, if individual)

Altshule, Perry and Nancy Dee

Business or Residence Address (Number and Street, City, State, Zip Code)

1103 North Bayfront, Newport Beach, CA 92662

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

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 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.....	\$ <u>600,000</u>	\$ <u>600,000</u>
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$ <u>600,000</u>	\$ <u>600,000</u>

Answer also in Appendix, Column 3, if the 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 person 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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>4</u>	\$ <u>600,000</u>
Non-accredited Investors.....	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ _____

Answer also in Appendix, Column 4, if the 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 Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

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.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>2,000</u>
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$ <u>2,000</u>

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

b. 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.".....

\$ 598,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes 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 Officers Directors & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>598,000</u>
Other (specify): _____ _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>598,000</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>598,000</u>

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) Philip S. Paul Investments, LLC	Signature <i>Philip S. Paul</i>	Date January 21, 2008
Name of Signer (Print or Type) Philip S. Paul	Title of Signer (Print or Type) Managing Member	

ATTENTION

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

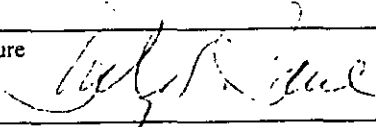
E. STATE SIGNATURE

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

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) Philip S. Paul Investments, LLC	Signature 	Date January 24, 2008
Name of Signer (Print or Type) Philip S. Paul	Title of Signer (Print or Type) Managing Member	

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 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 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)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Limited Liability Company Membership Interests; \$550,000	3	\$550,000	0	0		X
CO		X	Limited Liability Company Membership Interests; \$50,000	1	50,000	0	0		X
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

APPENDIX

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	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

FORM U-2 - UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, **Philip S. Paul Investments, LLC** a limited liability company organized under the laws of **California**, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Philip S. Paul

(Name)

1103 North Bayfront, Newport Beach, California 92662

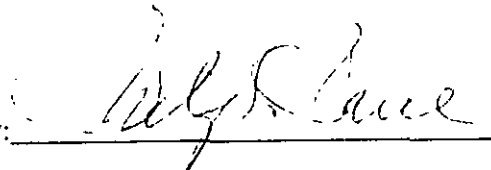
(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> ARKANSAS	Commissioner of Securities Department
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input checked="" type="checkbox"/> COLORADO	Securities Commissioner
<input type="checkbox"/> CONNECTICUT	Banking Commissioner of the Department of Banking	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> GEORGIA	Commissioner of Securities (Secretary of State)	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> HAWAII	Commissioner of Securities	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> ILLINOIS	Secretary of State	<input type="checkbox"/> INDIANA	Secretary of State
<input type="checkbox"/> IOWA	Commission of Insurance	<input type="checkbox"/> KANSAS	Secretary of State
<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> LOUISIANA	Commissioner of Securities
<input type="checkbox"/> MAINE	Administrator, Securities Division	<input type="checkbox"/> MARYLAND	Securities Commissioner of the Division of Securities
<input type="checkbox"/> MASSACHUSETTS	State Secretary	<input type="checkbox"/> MICHIGAN	Commissioner, Office of Financial and Insurance Services
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> MISSISSIPPI	Secretary of State
<input type="checkbox"/> MISSOURI	Commissioner of Securities	<input type="checkbox"/> MONTANA	Securities Commissioner
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> NEVADA	Secretary of State
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> NEW JERSEY	Chief of Bureau of Securities in the Division of Consumer Affairs of the Department of Law and Public Safety
<input type="checkbox"/> NEW MEXICO	Director, Securities Division of the Regulation and Licensing Department	<input type="checkbox"/> NEW YORK	Secretary of State
<input type="checkbox"/> NO. CAROLINA	Secretary of State (Administrator)	<input type="checkbox"/> NO. DAKOTA	Securities Commissioner
<input type="checkbox"/> OHIO	Secretary of State	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> OREGON	Director of the Department of Consumer and Business Services	<input checked="" type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> PUERTO RICO	Commissioner of Finance Institutions	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> SO. CAROLINA	Securities Commission	<input type="checkbox"/> SO. DAKOTA	Director of the Division of Securities
<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> UTAH	Director of the Division of Securities	<input type="checkbox"/> VERMONT	Secretary of State
<input type="checkbox"/> VIRGINIA	Clerk of State Corporation Commission	<input type="checkbox"/> WASHINGTON	Director of Department of Financial Institutions
<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities	<input type="checkbox"/> WISCONSIN	Division of Securities in the Department of Financial Institutions
<input type="checkbox"/> WYOMING	Secretary of State		

FORM U-2 - UNIFORM CONSENT TO SERVICE OF PROCESS (CONTINUED)

Date: 22 day of JANUARY, 2008

By: 
Title: Managing Member

CORPORATE ACKNOWLEDGMENT

State of California)
County of Orange)

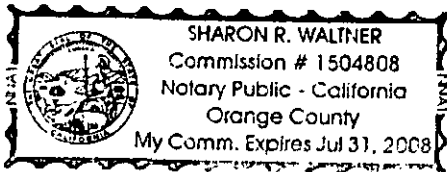
On 4/25/2008, before me, Sharon R. Waltner, Notary Public, personally appeared Philip S. Bull, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Sharon R. Waltner
Notary Public

[SEAL]



END