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

OME	3 APPR	OVAL
OMB Num		
Expires:	June	30,2008 e burden
Estimated	averag	e burden '
hours per a	respons	se 16.00

1433188

SEC	C USE O	VLY _
Prefix		Serial
		Ì
	l	L
DA	TE RECEIVE	ED
	[·	
	er.	·^
	<u> </u>	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	Man Grande
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6	) [] ULOE
Type of Filing: New Filing Amendment	Ha (1) Notes
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	Washington, DC
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	104
DMC GREEN, INC.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
5000 AIRPORT WAY, SUITE 205, STOCKTON, CA 95206	209-982-5700
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Real estate development and alternative fuel distribution	PROCESSED
Type of Business Organization	JUL 1 1 2008
<del></del>	nlease specify):
business trust limited partnership, to be formed	THOMSON REUTER
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)  GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D. (77d(6)).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C
When To File: A notice must be filed no later than 15 days after the first sale of securities in and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the add which it is due, on the date it was mailed by United States registered or certified mail to that	the U.S. Securitie ess after the date o
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washingt	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which mus. photocopies of the manually signed copy or bear typed or printed signatures.	08054634 rally signed must b
Information Required: A new filing must contain all information requested. Amendments need only repo thereto, the information requested in Part C, and any material changes from the information previously suppled to the 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 s ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed.	Securities Administrator in each state where sale r the exemption, a fee in the proper amount shal
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal exappropriate federal notice will not result in a loss of an available state exemption unle filing of a federal notice.	

# 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. Check Box(es) that Apply: Promoter ✓ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) DIANNA MORGAN Business or Residence Address (Number and Street, City, State, Zip Code) 5000 S. AIRPORT WAY, SUITE 205, STOCKTON, CA 95206-3996 Check Box(es) that Apply: 🗹 Beneficial Owner 🔲 Executive Officer 💟 Director Promoter General and/or Managing Partner Full Name (Last name first, if individual) LESLIE J. ISRALOW Business or Residence Address (Number and Street, City, State, Zip Code) 5000 S. AIRPORT WAY, SUITE 205, STOCKTON, CA 95206-3996 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full 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 Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Beneficial Owner Executive Officer Check Box(es) that Apply: Director General and/or Managing Partner Full 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 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)

			<b>计图数</b>	B.	INFORMA	TION ABO	UT OFFER	ING - P	<b>Marine</b>			8 ( 4 = 1)
1. Has t	ha iccuar co	ld or does	tha iccuar	intend to	all to non	anaraditad	invantani	in this offi	i eina?		Yes	No <b>⊠</b>
1. 11a5 t	ne issuel se	nu, or uoes			in Appendi				•	••••••••••••••••••••••••••••••	Ы	<b>E</b>
2. What	is the mini	mum invest				•	-				\$ 25	0,000.00
					•	•			<u> </u>		Yes	No
				-	_				<u>:</u>		_	
comm If a pe or stat a brok	uission or sin erson to be l tes, list the r ter or deale	milar remun isted is an a name of the r, you may	eration for ssociated p broker or o set forth th	solicitatio erson or ag lealer. If n	n of purcha gent of a bro nore than fi	sers in com ker or deal ve (5) perso	nection with er registere ons to be lis	h sales of s ed with the sted are ass	ecurities in SEC and/o	directly, any the offering r with a state sons of such	; }.	
Full Name NONE	(Last name	first, if inc	dividual)						:			
Business o	r Residence	Address (	Number an	nd Street, C	City, State,	Zip Code)	•		<u>i                                     </u>			
							•					
Name of A	ssociated E	roker or D	ealer						:			
States in W									<u> </u>			
(Checl	k "All State	s" or check	individua	l States)		•••••		******			☐ Al	1 States
AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Full Name	(Last name	first, if ind	ividual)									
Business o	r Residence	Address (	Number ar	nd Street, C	City, State,	Zip Code)						
Name of As	ssociated B	roker or De	aler									
States in W										· · · ·	<del>.</del>	
(Check	"All State:	s" or check	individual	States)								States
AL IL MT RI	AK IN NE SC	AZ TA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM ÜT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV		HI MS OR WY	MO PA PR
Full Name (	Last name	first, if indi	(vidual)									
Business or	Residence	Address (?	Number an	d Street, C	ity, State, 2	Zip Code)				·		
Name of As	sociated Br	oker or Dea	aler							· ·		
States in Wh												
(Check	"All States	" or check	iлdividual	States)	••••••		••••		•••••••	*****************	☐ All	States
AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	MN OK	HI MS OR WY	MO PA PR

# 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	<u> </u>	\$
	Equity		
	<b>;</b>		Φ
	✓ Common Preferred		e
	Convertible Securities (including warrants)		
	Partnership Interests		
	Other (Specify)\$		
	Total	20,000,000.00	\$ 0.00
	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 Investors	Dollar Amount of Purchases
	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 Offering	Type of Security	Dollar Amount 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		\$ 0.00
	Printing and Engraving Costs		\$ 250.00
	Legal Fees	ت ا	\$ 10,000.00
	Accounting Fees		s 1,500.00
	Engineering Fees		\$ 0.00
		_	\$ 0.00
	Sales Commissions (specify finders' fees separately)		s 3,500.00
	Other Expenses (identify) Travel, meals	_	s 15,250.00
	Total		<u> </u>

	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."	:	\$
5.	Indicate below the amount of the adjusted gross proceed 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	\$ 200,000.00	\$ 500,000.00
	Purchase of real estate	_	_
	Purchase, rental or leasing and installation of machinery		<u> </u>
	and equipment	<b>/</b> \$_1,000,000.0	) <u> </u>
	Construction or leasing of plant buildings and facilities	<b>∑</b> \$ 250,000.00	\$
	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)	□\$	Π\$
	Repayment of indebtedness		s
	Working capital	_	_
		\$	
		<b></b> \$	s
	Column Totals	<b>√</b>   \$ 19,500,000.0	500,000.00
	Total Payments Listed (column totals added)	 □ \$_20	,000,000.00
	D. FEDERAL SIGNATURE	r, i	······································
sign the Issu		sion, upon writter	
	ne of Signer (Print or Type)  Title of Signer (Print or Type)  CEO	<u>, , , , , , , , , , , , , , , , , , , </u>	

- ATTENTION ----

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

ر الماضية الماضية الماضي	E. STATE SIGNATURE	Tork of	
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 for D (17 CFR 239.500) at such times as required by state law.	iled a no	itice on Form
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informat issuer to offerees.	ion furr	nished by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be ent limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claim of this exemption has the burden of establishing that these conditions have been satisfied.		
	er has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behathorized person.	lf by the	undersigned
	Print or Type)  Signature  July 2, 2008		

Fitle (Print or Type)

CEO

### Instruction:

Name (Print or Type)

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 3 4 5 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of 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 Accredited Non-Accredited Investors State Yes No **Investors** Yes No Amount Amount AL AKAZARCA common stock 6 \$145,000.00 CO CT DE DC FL GA HI ID ILIN IA KS KY LA ME MD MA ΜI MN MS

				APP	ENDIX 💥				
1	Intend to non-a investor	2 I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 f investor and irchased in State to C-Item 2)		under Sta (if yes, explana	ification ate ULOE attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number o Non-Accredi Investors	ited	Yes	No
МО									
MT						i i			
NE									
NV						;			
NH									
ŊJ			·						
NM									
NY				· · · · · · · · · · · · · · · · · · ·					
NC									
ND									
ОН									
OK									
OR									
PA									
RI									
sc						-			
SD									
TN									
TX						•			
UT									
VT									
VA									
WA									
wv									
wı [									

				APP	ENDIX	22.4%。			
1		2	3			4			lification
	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	f investor and irchased in State : C-Item 2)		(if yes explan waiver	ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

# DMC Green, Inc. PPM Investors List a/o 07/01/08 - Final

Name/Address	PPM No.	Amount	Paid By	Date	No. Shares	Price Pe	Price Per Share Sub Agmt
Paul Chandler 224 McMilan Drive Santa Cruz, CA 95060	PPM-109	₩	\$25,000 Check	6/11/2008		2500	\$10.00 Yes
Bill Evans PO Box 53 Moss Beach, CA 94038	PPM-109	₩	\$20,000 Check	6/13/2008		2000	\$10.00 Yes
Lawrence McKinnon 2024 Pinot Court Livermore, CA 94550	PPM-109	\$2	\$25,000 Check	6/17/2008		2500	\$10.00 Yes
Kelly Garbarino 224 McMillan Drive Santa Cruz, CA 95060	PPM-109	\$2	\$25,000 Check	6/18/2008		2500	\$10.00 Yes
Linda Witson 400 Owen Street Santa Cruz, CA 95062	PPM-109	\$2	\$25,000 WT	6/19/2008		2500	\$10.00 Yes
Ralph Dyssegaard 4406 Catalpa Court Concord, CA 94521	PPM-109	\$2	\$25,000 Check	6/30/2008		2500	\$10.00 Yes

