### FORM D

Notice of Exempt
Offering of Securities

## U.S. Seçurities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB Number: 3235-0076 Expires: October 31, 2008 Estimated average burden hours per response: 4.00

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

Year of Incorporation/Organization   Select one	tem 1. Issuer's identity				
Corporation	Name of Issuer	Previous Name/s	None	Entity Type (Select one)	
Maine	Cerealus Holdings LLC	Trevious realites	,	Corporation	
Year of Incorporation/Organization   Selection   Sel	Jurisdiction of Incorporation/Organizatio	on		· ·	
Year of Incorporation/Organization   Gelect one   Business Trust   Gelect one   Other (Specify year)   Other (Specify)	Maine			1) =	
Other (Specify)				11 9	
Over Five Years Ago Within Last Five Years (specify year)  If more than one issuer is filling this notice, check this box and identify additional issuer(s) by attaching items 1 and 2 Continuation P tem 2. Principal Place of Business and Contact Information  Street Address 1  25 Clearview Ave  City State/Province/Country ZIP/Postal Code Waterville  ME		\ <u>\</u>		<del></del>   \(\sigma\)	
If more than one issuer is filling this notice, check this box and identify additional issuer(s) by attaching items 1 and 2 Continuation P tem 2. Principal Place of Business and Contact Information  Street Address 1  25 Clearview Ave  City State/Province/Country ZIP/Postal Code Phone No.  Waterville ME 04901 207-649-1147  Em 3. Related Persons Middle Name  Jabar, Jr. AnthonyOC 1 2 3 2008 Section  Street Address 2  Street A	•	re Years	Vet to Re Formed	Other (Specify)	
tem 2. Principal Place of Business and Contact Information  Street Address 1  25 Clearview Ave  City State/Province/Country ZIP/Postal Code Phone No.  Waterville ME D4901  207-649-1147  Middle Name  Babar, Jr. AnthonyOCT 2 3 2008  Street Address 1  Street Address 2  AnthonyOCT 2 3 2008  Street Address 2  Street Address 2  Street Address 2  Middle Name  Babar, Jr. AnthonyOCT 2 3 2008  Street Address 2  Street Address 2  Street Address 2  Street Address 3  Street Address 2  Street Address 2  Street Address 2  Street Address 3  Street Address 2  Street Address 2  Street Address 3  Street Address 2  Street Address 3  Street Address 2  Street Address 3  Street Address 2  Widtl Processing Section  Street Address 3  Street Address 2  Widtl Processing Section  Street Address 3  Street Address 3  Street Address 3  Widtl Processing Section  Street Address 3  Widtl Processing Section  Street Address 3  Widtl Processing Section  Street Address 1  Widtle Name  Street Address 2  Widtl Processing Section  Westion Division Section  Street Address 2  Widtl Processing Section  Westion Division Section  Street Address 2  Widtl Processing Section  Westion Processing Section  Street Address 2  Widtl Processing Section  Westion Processing Section  Westion Processing Section  Street Address 2  Widtl Processing Section  Westion Processing Section  Westion Processing Section  Street Address 2  Widtl Processing Section  Westion Processing Section  Westion Processing Section  Street Address 2  Widtl Processing Section  Westion Processing Section  Westion Processing Section  Street Address 2  Westion Processing Section  Westion Processing Section  Street Address 2  Westion Processing Section  Westion Processing Section  Street Address 1  Street Address 1  Street Address 2  Westion Processing Section Section  Westion Processing Section Sec	(specify ye	ar) 2004	ret to be runned		
Street Address 1  25 Clearview Ave  City State/Province/Country ZIP/Postal Code Phone No.  Waterville ME D4901  207-649-1147  Middle Name  Babar, Jr. AnthonyOCT 2 3 2008  Street Address 2  AnthonyOCT 2 3 2008  Street Address 3  Street Address 2  AnthonyOCT 2 3 2008  Street Address 3  Street Address 2  Street Address 2  Street Address 3  Street Address 3  Street Address 2  Street Address 3  Street Address 3  Street Address 2  Wiell Processing Section  Street Address 3  Street Address 2  Wiell Processing Section  Street Address 3  Wiell Processing Section  Street Address 1  Wiell Processing Section  Street Address 2  Wiell Processing Section  Street Address 2  Wiell Processing Section  Weathry Section  Street Address 2  Wiell Processing Section  Weathry Processing Section  Street Address 2  Wiell Processing Section  Wiell Processing Section  Street Address 2  Wiell Processing Section  Weathry Section  Street Address 2  Wiell Processing Section  Weathry Section  Section  Uty Japan Section  Section  Wiell Processing Section  Wiell Processing Section  Weathry Section  Section  Weathry Section  Section  Wiell Processing Section  Weathry Section  Section  Weathry Section  Section  Weathry Section  Section  W	If more than one issuer is filing this notice.	check this box and ide	entify additional issuer(s) by	attaching items 1 and 2 Continuation Page(s)	
Street Address 1  25 Clearview Ave  City State/Province/Country ZIP/Postal Code Waterville ME 04901 207-649-1147  em 3. Related Persons  Last Name First Name First Name  [abar, Jr. AnthonyOCT 2 3 2008 Street Address 2 Section  Street Address 1 Street Address 2 Section  Street Address 2 Middle Name  [abar, Jr. AnthonyOCT 2 3 2008 Street Address 2 Section  Street Address 2 Section  Street Address 2 Section  Street Address 2 Section  [abar, Jr. AnthonyOCT 2 3 2008 Street Address 2 Section  Street Address 2 Section  Street Address 2 Section  [abar, Jr. AnthonyOCT 2 3 2008 Street Address 2 Section  Street Address 2 Section  [abar, Jr. AnthonyOCT 2 3 2008 Street Address 2 Section  Street Address 3 Middle Name  Street Address 4 Section  Middle Name  Step Address 2 Section  [abar, Jr. AnthonyOCT 2 3 2008 Street Address 2 Section  [abar, Jr. AnthonyOCT 2 3 2008 Street Address 2 Section  Street Address 1 Middle Name  Step Address 2 Section  Middle Name  Step Address 2 Section  Address 3 Middle Name  Middle Name  Step Address 2 Section  (Address 4 Section  Middle Name  Step Address 2 Section  (Address 2 Section  Weath Processing  Step Address 2 Section  Address 3 Middle Name  Step Address 4 Middle	·	_	•		
City State/Province/Country ZIP/Postal Code Phone No.  Waterville ME D4901 207-649-1147  Em 3. Related Persons  Last Name First Name C2020 Middle Name  Labar, Jr. Middle Name Street Address 1 Street Address 2 Street Address 2 Section  Street Address 1 Street Address 2 Section					
Waterville  ME  D4901  D4901  D4901  D4901  D4901  D4901  D4901  D4901  D5EC  Well Processing Section  SEC  Well Processing Section  SEC  Well Processing Section  SEC  Well Processing Section  SEC  Well Processing Section  Section  SEC  Well Processing Section  Section  Section  SEC  Well Processing Section	25 Clearview Ave			· · · · · · · · · · · · · · · · · · ·	
Last Name    Jabar, Jr.   Anthony   CT 2 3 2008   Street Address 1   Street Address 2   Section	City	State/Province/Count	ry ZIP/Postal Code	Phone No.	
Last Name   Jabar, Jr.   AnthonyOCT 2 3 2008   Street Address 1   Street Address 2   Section	Waterville	)		207-649-1147	
Last Name   Jabar, Jr.   Anthony() CT 2 3 2008   SEC   Well Processing				257 513 117	
Section   Sect	em 3. Related Persons				
Street Address 1  25 Clearview Ave  City  State/Province/Country  Street Address 2	Last Name	First Name	J CEUSED		
Street Address 1  25 Clearview Ave  City	Jabar, Jr.	Anthony() [	T 2 3 2008	SEC West Property	
State/Province/Country   ZIP/Postal Code   OCT   4 2008	Street Address 1	TUODA	Street Address 2	Section	
City State/Province/Country ZIP/Postal Code  Waterville    ME	25 Clearview Ave	THOM	THEUTERS	00%	
Relationship(s): Executive Officer Director Promoter Table Clarification of Response (if Necessary)    Clarification of Response (if Necessary)	City	State/Province/Countr		UCI 14 2008	
Relationship(s): Executive Officer Director Promoter Table Clarification of Response (if Necessary)    Clarification of Response (if Necessary)	Waterville	ME	04901		
Clarification of Response (if Necessary)		<u> </u>		Weshington, DC	
Construction   Rem 4.   Industry Group   (Select one)	Relationship(s): X Executive Officer	☐ Director ☐ Promo	oter	101	
Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Venture Capital Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes  Agriculture Business Services Energy Blectric Utilities Energy Construction REITS & Finance Residential Other Real Estate Other Energy Other Energy Construction Residential Other Residential Other Energy Retailing Restaurants Technology Computers Technology Telecommunications Other Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Other Travel	Clarification of Response (if Necessary)				
Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund State Equity Fund Venture Capital Fund State Equity Fund State	(Ide	ntify additional related pe	rsons by checking this box	and attaching Item 3 Continuation Page(s)	
Banking and Financial Services  Commercial Banking Insurance Investing Investment Banking Investment Banking If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No  Energy Electric Utilities Residential Other Real Estate Restaurants Technology Computers Technology Computers Technology Computers Telecommunications Other Investment Other Health Care Other Travel  Manufacturing Other Travel					
Commercial Banking Insurance Investing Investing Investment Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Investment Fund Investment Fund It selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Investment Fund	O +	O	ness Services	Construction	
Insurance		Ener			
Investing Investing Investment Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund Private Equity Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No  Coal Mining Retailing Restaurants Technology Computers  Technology Computers  Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Other Healt Care Other Freal Estate  Retailing Retailing Retailing Retailing Retailing Retailing  Arechnology Computers  Technology Technology  Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel	Ž ,	$\aleph$		$\mathbf{Q}$	
Investment Banking Pooled Investment Fund Oil & Gas Restaurants Technology Computers Computers Health Care Private Equity Fund Venture Capital Fund Streed as an investment company Act of 1940? Yes No  Provide Investment Fund Services Oil & Gas Other Energy Other Energy Other Energy Other Energy  Computers Technology Computers  Technology Computers  Technology Other Energy Other Energy  Fravel Other Health Insurance Pharmaceuticals Other Health Care Other Travel Other Travel	$\mathcal{L}$	×	<del>-</del> -	Other Real Estate	
Pooled Investment Fund	Ž ,	$\tilde{\circ}$	•	Retailing	
If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company act of 1940?  We have the question below:  Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Other Health Care  Airlines & Airports Lodging & Conventions Tourism & Travel Other Travel	Pooled Investment Fund	ŏ	Oil & Gas	0	
Health Care  Hedge Fund  Private Equity Fund  Venture Capital Fund  Other Investment Fund  Is the issuer registered as an investment company under the investment Company under the investment Company  Act of 1940?  Health Care  Biotechnology  Health Insurance  Health Care  Health Care  Health Care  Hospitals & Physicians  Pharmaceuticals  Other Health Care  Deal Februar  Manufacturing  Telecommunications  Airlines & Airports  Lodging & Conventions  Tourism & Travel Services  Other Travel	If selecting this industry group, also se	×	Other Energy	<u> </u>	
Hedge Fund  Private Equity Fund  Venture Capital Fund  Other Investment Fund  Is the issuer registered as an investment company Act of 1940?  Yes No  Biotechnology  Health Insurance  Hospitals & Physcians  Pharmaceuticals  Other Health Care  Other Health Care  Manufacturing  Biotechnology  Health Insurance  Hospitals & Physcians  Other Health Care  Other Health Care  Manufacturing  Other Travel		helow:	th Cara	$\mathbf{v}$	
Venture Capital Fund  Venture Capital Fund  Other Investment Fund  Is the issuer registered as an investment company under the investment Company  Act of 19407  Yes  No  Health Insurance  Hospitals & Physcians  Pharmaceuticals  Other Health Care  Other Health Care  Manufacturing  Tourism & Travel  Other Travel	Hedge Fund	0		<u> </u>	
Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No No No No No Other Health Care  Alrilnes & Alrports  Lodging & Conventions  Tourism & Travel Services  Other Health Care  Manufacturing Other Travel	<u> </u>	Ŏ	Health Insurance		
Is the issuer registered as an investment company under the investment Company Act of 1940? Yes No Manufacturing Cother Travel	×	0	Hospitals & Physcians	O 11 11 11 11 11 11 11 11 11 11 11 11 11	
company under the Investment Company Act of 1940? Yes No Manufacturing Tourism & Travel Services Other Health Care  Other Health Care Other Health Care Other Health Care Other Health Care Other Health Care Other Health Care	O		Pharmaceuticals		
Act of 1940? Yes No Manufacturing Other Travel	company under the investment Company			<u> </u>	
Mari France		lo Man	<del>-</del>	<u> </u>	
Other banking & Financial Services  Commercial  Other	Other Banking & Financial Services	Real			

APARTRA

FORM D

# U.S. Securities and Exchange Commission Washington, DC 20549

Item 5. Issuer Size

(Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)	Aggregate Net Asset Value Range (for Issuer specifying "hedge" or "other investment" fund in
○ No Revenues	OR (Item 4 above)  No Aggregate Net Asset Value
No Revenues  \$1 - \$1,000,000	22 2
\$1,000,001 - \$5,000,000	\$1 - \$5,000,000
\$5,000,001 - \$25,000,000	\$5,000,001 - \$25,000,000
	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
O Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable
Item 6. Federal Exemptions and Exclusions Cla	imed (Select all that apply)
	vestment Company Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)(12)
Rule 505	Section 3(c)(5) Section 3(c)(13)
Rule 506	Section 3(c)(6) Section 3(c)(14)
Securities Act Section 4(6)	Section 3(c)(7)
Item 7. Type of Filing	
New Notice     OR	OR First Sale Yet to Occur
Item 8. Duration of Offering	
Does the issuer intend this offering to last more than	one year? Yes X No
Item 9. Type(s) of Securities Offered (Select	all that apply)
<b>X</b> Equity	Pooled Investment Fund Interests
☐ Debt	Tenant-in-Common Securities
— Oneign Manage and Oak on Pintons Approise	Mineral Property Securities
Option, Warrant or Other Right to Acquire Another Security	Other (Describe)
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	
Item 10. Business Combination Transaction	
Is this offering being made in connection with a busin transaction, such as a merger, acquisition or exchange offe	
Clarification of Response (if Necessary)	

FORM D

### U.S. Securities and Exchange Commission

3 Washington, DC 20549

tem 11. Minimum investment				
Minimum investment accepted from an	y outside investor \$	5000.00		
tem 12. Sales Compensation eciplent				
ecipeni		Recipient CRD Number	<del></del>	
		] [		No CRD Number
Associated) Broker or Dealer	None	(Associated) Broker or D	ealer CRD Nu	
		]		No CRD Number
Street Address 1	<del></del>	Street Address 2	<del></del>	
City	State/Provinc	e/Country ZIP/Postal C	ode	
States of Solicitation All States		]cr∏be∏bo	. [_]	□GA □HI □ID
☐ AL ☐ AK ☐ AZ ☐ AR ☐ IL ☐ IN ☐ IA ☐ KS	☐ CA ☐ CO ☐	]CT	₩	GA HI DE
MT NE NV NH			=	OK OR PA
RI SC SD TN		JVT □VA □WA	· · === ·	□WI □WY □PR
(Identify additional perso	n(s) being paid compensa	tion by checking this box [	and attacl	ning Item 12 Continuation Page(s
Item 13. Offering and Sales An	nounts			
(a) Total Offering Amount	\$ 1,000,000.00		OR	☐ Indefinite
(b) Total Amount Sold	\$ 30,500			
(c) Total Remaining to be Sold (Subtract (a) from (b))	\$ 969,500		OR	Indefinite
Clarification of Response (if Necessary)				
Item 14. Investors				
Check this box if securities in the offinumber of such non-accredited investor			t qualify as a	ccredited investors, and enter the
			<del></del>	
Enter the total number of investors who	already have invested in	the offering: 4		
ltem 15. Sales Commissions ar	nd Finders' Fees Ex	rpenses	•	
Provide separately the amounts of sales check the box next to the amount.	commissions and finders'	fees expenses, if any. If an	amount is no	ot known, provide an estimate ar
· · · · ·		Sales Commissions \$		Estimate
Clarification of Response (if Necessary)		Finders' Fees \$		Estimate
	·			



#### **U.S. Securities and Exchange Commission**

wasnington, tem 16. Use of Proceeds	, UC 20549
rovide the amount of the gross proceeds of the offering that has been sed for payments to any of the persons required to be named as irectors or promoters in response to Item 3 above. If the amount is u stimate and check the box next to the amount.	s executive officers, \$ [100,000
Clarification of Response (if Necessary)	
•	
ignature and Submission	
Please verify the information you have entered and review th	e Terms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each	identified issuer is:
the State in which the issuer maintains its principal place of process, and agreeing that these persons may accept service such service may be made by registered or certified mail, in against the issuer in any place subject to the jurisdiction of tactivity in connection with the offering of securities that is the provisions of: (i) the Securities Act of 1933, the Securities Exc. Company Act of 1940, or the investment Advisers Act of 1940 State in which the issuer maintains its principal place of bus	e SEC and the Securities Administrator or other legally designated officer of business and any State in which this notice is filed, as its agents for service of e on its behalf, of any notice, process or pleading, and further agreeing that any Federal or state action, administrative proceeding, or arbitration brought the United States, if the action, proceeding or arbitration (a) arises out of any the subject of this notice, and (b) is founded, directly or indirectly, upon the change Act of 1934, the Trust Indenture Act of 1939, the Investment 40, or any rule or regulation under any of these statutes; or (ii) the laws of the iness or any State in which this notice is filed. exemption, the issuer is not disqualified from relying on Rule 505 for one of
110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to re "covered securities" for purposes of NSMIA, whether in all Instance:	National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, quire information. As a result, if the securities that are the subject of this Form D are sor due to the nature of the offering that is the subject of this Form D, States cannot rwise and can require offering materials only to the extent NSMIA permits them to do
	its to be true, and has duly caused this notice to be signed on its behalf by the nd attach Signature Continuation Pages for signatures of issuers identified
lssuer(s)	Name of Signer
Cerealus Holdings LLC	Anthony Jabar, Jr.
Signature	Title
Settyph, Jr	Chief Executive Officer
, · · · · · · · · · · · · · · · · · · ·	Date

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 number.

Number of continuation pages attached:



October 3, 2008