

FORM D

Print Processing Section

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JAN 05 2009

U.S. Securities and Exchange Commission

Washington, DC 20549

(See Instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: December 31, 2008

Estimated average burden hours per response: 4.00

Notice of Exempt Offering of Securities

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

Item 1. Issuer's Identity

Name of Issuer

American Hotel Building LLC

Jurisdiction of Incorporation/Organization

Washington

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2008 Yet to Be Formed

Previous Name(s)

None

Entity Type (Select one)

- Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

2621 Second Avenue

City

Seattle

State/Province/Country

WA/USA

Street Address 2

Suite 1005

ZIP/Postal Code

98121-3621

Phone No.

206-999-5088

PROCESSED

JAN 13 2009

THOMSON REUTERS

Item 3. Related Persons

Last Name

Shapiro

First Name

Scott

Middle Name

E.

Street Address 1

2621 Second Avenue

City

Seattle

State/Province/Country

WA/USA

Street Address 2

Suite 1005

ZIP/Postal Code

98121-3621



09000700

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary) Co-Manager

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture Banking and Financial Services Business Services Energy Health Care Manufacturing Real Estate Construction REITS & Finance Residential Other Real Estate Retailing Restaurants Technology Travel Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c)                 | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input checked="" type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2)            | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3)            | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4)            | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5)            | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6)            |   |
|  | <input type="checkbox"/> Section 3(c)(7)            |   |

Item 7. Type of Filing

- New Notice      OR       Amendment

Date of First Sale in this Offering: 12/11/08      OR       First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year?       Yes       No

Item 9. Type(s) of Securities Offered (Select all that apply)

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                 |

[Empty box for describing other securities]

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 50,000

Item 12. Sales Compensation

Recipient

[Empty box for Recipient Name]

Recipient CRD Number

[Empty box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

[Empty box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 1

[Empty box for Street Address 1]

Street Address 2

[Empty box for Street Address 2]

City

[Empty box for City]

State/Province/Country

[Empty box for State/Province/Country]

ZIP/Postal Code

[Empty box for ZIP/Postal Code]

States of Solicitation  All States

- AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  IL
- IN  IA  KS  KY  LA  ME  MD  MA  MI  MN  MS  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  WY  PR

(Identify additional person(s) being paid compensation by checking this box  and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount

\$ 2,400,000

OR  Indefinite

(b) Total Amount Sold

\$ 350,000

(c) Total Remaining to be Sold  
(Subtract (a) from (b))

\$ 2,050,000

OR  Indefinite

Clarification of Response (if Necessary)

[Empty box for Clarification of Response]

Item 14. Investors

Check this box  if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

[Empty box for number of non-accredited investors]

Enter the total number of investors who already have invested in the offering:

[Empty box for total number of investors]

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ [Empty box]

Estimate

Clarification of Response (if Necessary)

Finders' Fees \$ [Empty box]

Estimate

[Empty box for Clarification of Response]

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 910,000

Estimate

Clarification of Response (if Necessary)

Mr. Potter has loaned the Company \$910,000 to close a real property purchase and sale transaction. Depending on the amount raised by the Company in this offering, the \$910,000 will either be repaid or converted to equity "on par" with other investors.

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)  
American Hotel Building LLC

Name of Signer  
Scott E. Shapiro

Signature  
*Scott E. Shapiro*

Title  
Co-Manager

Number of continuation pages attached: 2

Date  
12/15/08

Items 1 and 2 Continuation Page

Item 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago     Within Last Five Years (specify year)      Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago     Within Last Five Years (specify year)      Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago     Within Last Five Years (specify year)      Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Potter      First Name: James      Middle Name: B.

Street Address 1: 13930 92nd St SE      Street Address 2: Suite A

City: Snohomish      State/Province/Country: WA/USA      ZIP/Postal Code: 98290

Relationship(s):  Executive Officer    Director    Promoter

Clarification of Response (if Necessary): Co-Manager

Last Name:      First Name:      Middle Name:

Street Address 1:      Street Address 2:

City:      State/Province/Country:      ZIP/Postal Code:

Relationship(s):  Executive Officer    Director    Promoter

Clarification of Response (if Necessary):

Last Name:      First Name:      Middle Name:

Street Address 1:      Street Address 2:

City:      State/Province/Country:      ZIP/Postal Code:

Relationship(s):  Executive Officer    Director    Promoter

Clarification of Response (if Necessary):

Last Name:      First Name:      Middle Name:

Street Address 1:      Street Address 2:

City:      State/Province/Country:      ZIP/Postal Code:

Relationship(s):  Executive Officer    Director    Promoter

Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

[Empty text box for Recipient name]

(Associated) Broker or Dealer  None

[Empty text box for (Associated) Broker or Dealer]

Street Address 1

[Empty text box for Street Address 1]

City

[Empty text box for City]

Recipient CRD Number

[Empty text box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer CRD Number

[Empty text box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 2

[Empty text box for Street Address 2]

State/Province/Country

[Empty text box for State/Province/Country]

ZIP/Postal Code

[Empty text box for ZIP/Postal Code]

States of Solicitation  All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Recipient

[Empty text box for Recipient name]

(Associated) Broker or Dealer  None

[Empty text box for (Associated) Broker or Dealer]

Street Address 1

[Empty text box for Street Address 1]

City

[Empty text box for City]

Recipient CRD Number

[Empty text box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer CRD Number

[Empty text box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 2

[Empty text box for Street Address 2]

State/Province/Country

[Empty text box for State/Province/Country]

ZIP/Postal Code

[Empty text box for ZIP/Postal Code]

States of Solicitation  All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

**Signature Continuation Page**

**Signature and Submission**

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

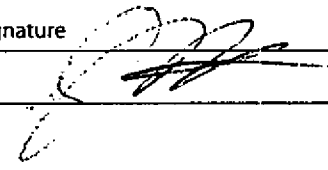
Issuer

American Hotel Building LLC

Name of Signer

James B. Potter

Signature



Title

Co-Manager

Date

12/15/08

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

**END**