

NON-PUBLIC

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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4446  
RECEIVED  
OFFICE OF THE SECRETARY

Form 13F

FEB 16 2000

Form 13F Cover Page

Report for the Calendar Year or Quarter Ended December 31, 1999

Check here if Amendment [ ] ; Amendment Number: \_\_\_\_\_  
This Amendment (Check only one): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Development Capital, LLC  
Business Address: 500 Park Avenue  
Suite 510  
New York, NY 10022

Form 13F File Number: 28-6686

CONFIDENTIAL TREATMENT EXPIRES



The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained therein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables are considered integral parts of this form.

Person signing this Report on Behalf of the reporting Manager:

Name: William E. Mayer  
Title: Managing Member  
Phone: (212) 758-5822

PROCESSED

AUG 02 2004



Signature, Place and Date of Signing:

William E. Mayer New York, NY 2-15-00  
(Signature) (City, State) (Date)

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting managers.)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

N/A

*Handwritten mark*

Form 13F SUMMARY PAGE

Report Summary:

|   |                                      |
|---|--------------------------------------|
| Number of Other Included Managers:      | <u>0</u>                             |
| Form 13F Information Table Entry Total: | <u>1</u>                             |
| Form 13F Information Table Value Total: | <u>\$7,895</u><br><i>(thousands)</i> |

List of List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

Form 13F INFORMATION TABLE

| Column 1<br>NAME OF ISSUES | Column 2<br>TITLE OF CLASS | Column 3<br>CUSIP NUMBER | Column 4<br>VALUE<br>(x\$1000) | Column 5<br>SHARES OR<br>PRINCIPAL<br>AMOUNT | SH<br>PRN<br>PUT<br>CALL | Column 6<br>INVESTMENT<br>DISCRETION | Column 7<br>OTHER<br>MANAGERS | Column 8<br>(ITEM 8)<br>VOTING AUTHORITY |               |             |
|----------------------------|----------------------------|--------------------------|--------------------------------|--|--------------------------|--------------------------------------|-------------------------------|--|---------------|-------------|
|                            |                            |                          |                                |  |                          |                                      |                               | SOLE<br>(A)                              | SHARED<br>(B) | NONE<br>(C) |
| Pioneer Group Inc.         | Common Stock               | 723684106                | 7,895                          | 501,300                                      | SH                       | DEFINED                              |                               |  | 501,300       |             |
|                            |                            |                          | 7,895                          |  |                          | No. of Other Managers                | 0                             |  |               |             |