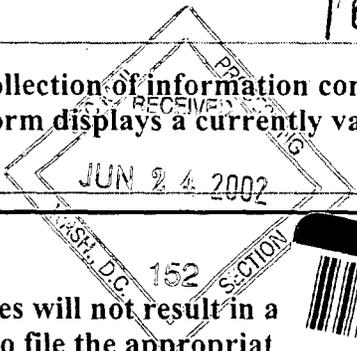


1086585

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.



ATTENTION

Failure to file notice in the appropriate states will not result in a the federal exemption. Conversely, failure to file the appropriat notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

FORM D

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

PROCESSED

JUL 17 2002

SEC USE ONLY	
Serial	
DATE RECEIVED	
THOMSON FINANCIAL	

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

Western Interiors & Design, LLC

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [x] New Filing [ ] Amendment

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.)

Western Interiors & Design, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 470 Trails End, P.O. Box 14610, Jackson Hole, WY 83002 (307) 733-0176

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Same

Brief Description of Business to publish a magazine and to conduct any lawful business related thereto



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

Full Name (Last name first, if individual)

Decker, Carol A.

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

470 Trails End, P.O. Box 14610, Jackson Hole, WY 83002

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

Full Name (Last name first, if individual)

WYOVA LLC, c/o Gerald Halpin, Managing Member

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

WEST GROUP, 1600 Anderson Rd., Mclean, VA 22102

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

Full Name (Last name first, if individual)

WCN/GAN Partners, Ltd., c/o William and Gloria Newton

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

5300 N. Prince Place, Jackson, WY 83001

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

Full Name (Last name first, if individual)

Jack D. Nunn & Carole A. Nunn Living Trust

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

c/o Mr. & Mrs. Jack Nunn, Trustees, 2515 Stonecrop Rd., Jackson WY 83001

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

Full Name (Last name first, if individual)

Friess, Lynette E.

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

399 Ridge Road, Chadds Ford, PA 19317

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

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

Full Name (Last name first, if individual)

William Henry Andrews & Emily Joan Andrews Trust

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

c/o Mr. & Mrs. William H. Andrews, 1967 Ledo Circle, Palm Springs, CA 92264

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

Full Name (Last name first, if individual)

Nat/B Partnership, c/o Nathaniel Bickford

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

Windels Marx Lane & Mittendorf, LLP 156 W. 56th St., New York, NY 10019

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

Full Name (Last name first, if individual)

H. Enterprises International Inc., c/o S.P. Lewis

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

One Financial Plaza, Suite 2300, 120 South Street, Minneapolis, MN 55402

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

Full Name (Last name first, if individual)

Bourne, Agnes

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

170 Pacific Avenue #35, San Francisco, CA 94111

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



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

P.O. Box 268, Jackson, WY 83001

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [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]

Full Name (Last name first, if individual)

Turner, John

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

3095 Bridle Drive, Jackson, WY 83001

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [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]

(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 .....	\$ 0	\$ 0
Equity .....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Specify <u>LLC interests</u> ) .....	\$10,000,000	\$10,000,000
Total .....	\$10,000,000	\$10,000,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who 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."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	8	\$ 10,000,000
Non-accredited Investors .....	0	\$ 0
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, 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"/>	\$ 0
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ 20,000
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 150,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 25,000
Engineering Fees .....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ 0
Other Expenses (identify) <u>Finders' Fees</u> .....	<input checked="" type="checkbox"/>	\$ 110,000
Total .....	<input checked="" type="checkbox"/>	\$ 305,000

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." ..... \$ ~~9,695,000~~

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,      Payments

	Directors, & To Affiliates	Others
Salaries and fees .....	<input checked="" type="checkbox"/> \$ 160,000	<input type="checkbox"/> \$ 317,000
Purchase of real estate .....	<input type="checkbox"/> 0	<input type="checkbox"/> 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> 0	<input checked="" type="checkbox"/> \$ 10,600
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> 0	<input checked="" type="checkbox"/> \$ 19,600
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"/> 0	<input type="checkbox"/> 0
Repayment of indebtedness .....	<input checked="" type="checkbox"/> \$ 488,422	<input checked="" type="checkbox"/> \$ 28,106
Working capital .....	<input type="checkbox"/> 0	<input checked="" type="checkbox"/> \$ 8,671,272
Other (specify): _____	<input type="checkbox"/> 0	<input type="checkbox"/> 0
_____	<input type="checkbox"/> 0	<input type="checkbox"/> 0
_____	<input type="checkbox"/> 0	<input type="checkbox"/> 0
Column Totals .....	<input checked="" type="checkbox"/> \$ 648,422	<input checked="" type="checkbox"/> \$ 9,046,578
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 9,695,000	

**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) Western Interiors & Design	Signature 	Date 6/12/02
Name of Signer (Print or Type) Carol A. Decker	Title of Signer (Print or Type) Manager	

<b>ATTENTION</b>
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  
[ ] [x]

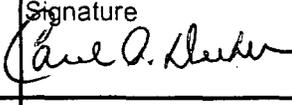
See Appendix, Column 5, for state response.

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) Western Interiors & Design, LLC	Signature 	Date 6/12/02
Name of Signer (Print or Type) Carol A. Decker	Title (Print or Type) Manager	

*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)  Class A LLC Interests	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	LLC ints	1	1,000,000	0	0		x
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		x	LLC ints	1	2,000,000	0	0		X
MS									
MO		x	LLC ints	1	500,000	0	0		X
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA		x	LLC ints	1	500,000	0	0		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		x	LLC ints	1	5,250,000	0	0		X
WA									
WV									
WI									
WY		x	LLC ints	2	750,000	0	0		x
PR									

*<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
Last update: 06/06/2002*