

1178044

AMENDMENT TO FORM D

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

OMB APPROVAL	
OMB NUMBER:	
Expires:	
Estimated average burden	
hours per response	



AMENDMENT TO FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
CHANDLER PAVILIONS II SHOPPING CENTER LLC



Filing Under (check box(es) that apply: Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

SECTION C IS AMENDED AS FOLLOWS:

PROCESSED
AUG 20 2002

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

THOMSON
FINANCIAL

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer in "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	\$ N/A	\$
Equity	\$ N/A	\$
Common Preferred		
Convertible Securities (including warrants)	\$ N/A	\$
Partnership Interests	\$ N/A	\$
Other (Specify <u>Limited Liability Company Units</u>)	\$ 2,600,000	\$ 2,600,000
Total	\$ 2,600,000	\$ 2,600,000

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."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	35	\$ 2,600,000
Non-accredited Investors	N/A	\$
Total (for filings under Rule 504 only)	N/A	\$

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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	N/A	\$ _____
Regulation A	N/A	\$ _____
Rule 504	N/A	\$ _____
Total	N/A	\$ _____

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 expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees		\$ _____
Printing and Engraving Costs	X	\$ <u>3,500</u>
Legal Fees / Accounting Fees	X	\$ <u>17,500</u>
Engineering Fees		\$ _____
Sales Commissions (specify finders' fees separately)		\$ _____
Other Expenses (identify) Due Diligence	X	\$ <u>15,000</u>
Total	X	\$ <u>36,000</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."

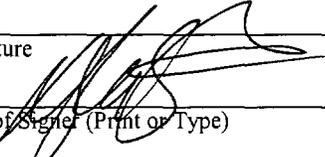
\$ 2,564,000

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, Directors, & Affiliates	Payments To Others
Salaries and fees	\$ _____	\$ _____
Purchase of real estate	\$ _____	X \$ <u>2,564,000</u>
Purchase, rental or leasing and installation of machinery and equipment.....	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	\$ _____	\$ _____
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)	\$ _____	\$ _____
Repayment of indebtedness	\$ _____	\$ _____
Working capital	\$ _____	\$ _____
Other (specify): _____	\$ _____	\$ _____
_____	\$ _____	\$ _____
_____	\$ _____	\$ _____
Column Totals	\$ _____	\$ _____
Total Payments Listed (column totals added)	\$ <u>2,564,000</u>	

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)	Signature	Date
Chandler Pavilions II Shopping Center LLC		8/5/2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
W. Douglas Stiteler	Managing Member of Diversified Investment Group, LLC	