

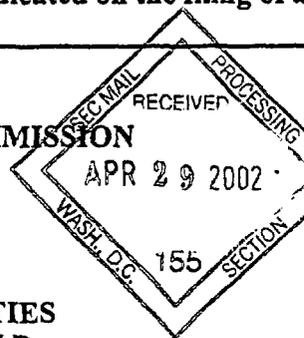
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SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



**ATTENTION**  
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal 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, 2002	
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**

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

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

Auburn Express Storage I

Filing Under (Check box(es) that apply):

Rule 504    Rule 505    Rule 506    Section 4(6)    ULOE

Type of Filing:  New Filing    Amendment

**A. BASIC IDENTIFICATION DATA**

**PROCESSED**

1. Enter the information requested about the issuer

Ⓟ MAY 24 2002

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

Auburn Express Storage, LLC

THOMSON  
FINANCIAL

Address of Executive Offices  
(Including Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number

14214 Meridian East, Puyallup, WA 98373; (253) 841-4903

Address of Principal Business Operations  
(Including Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number

(if different from Executive Offices)

Same

Brief Description of Business    Storage facility

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Type of Business Organization

corporation                       limited partnership, already formed                       other (please specify):  
 business trust                       limited partnership, to be formed                      limited liability company

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Month      Year  
Actual or Estimated Date of Incorporation or Organization: [0]3] [0]2]       Actual     Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)    [W][A]

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**GENERAL INSTRUCTIONS**

**Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.
-

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

Full Name (Last name first, if individual)

Crase, Frederick R.

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

14214 Meridian East, Puyallup, WA 98373

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

Full Name (Last name first, if individual)

Curtis, Kimberly

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

14214 Meridian East, Puyallup, WA 98373

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

Full Name (Last name first, if individual)

Ostrander, .Todd

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

14214 Meridian East, Puyallup, WA 98373

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

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

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

Full Name (Last name first, if individual)

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

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No [ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$10,000

3. Does the offering permit joint ownership of a single unit?..... Yes No [X] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering: If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

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

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)

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

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)

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

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.

Table with 3 columns: Type of Security, Aggregate Offering Price, Amount Already Sold. Rows include Debt, Equity, Convertible Securities, Partnership Interests, LLC membership units, Other, and Total.

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 .....	0	\$ 0
Non-accredited Investors .....		\$
Total (for filings under Rule 504 only) .....	0	\$ 0

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 .....	0	\$ 0
Total .....	0	\$ 0

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"/>	\$
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ 1,000
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 5,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 1,500
Engineering Fees .....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$
Other Expenses (identify) <u>consulting fees</u> .....	<input checked="" type="checkbox"/>	\$ 40,000
Total .....	<input checked="" type="checkbox"/>	\$ 47,500

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." .....

\$ 452,500

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, & Affiliates	To Others
Salaries and fees .....	<input checked="" type="checkbox"/> \$ 3,000	<input type="checkbox"/> \$
Purchase of real estate .....	<input checked="" type="checkbox"/> \$ 306,250	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/> \$ 80,000	<input type="checkbox"/> \$
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"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital .....	<input checked="" type="checkbox"/> \$ 44,500	<input type="checkbox"/> \$
Other (specify): <u>closing costs-land</u>	<input checked="" type="checkbox"/> \$ 18,750	<input type="checkbox"/> \$
_____	<input type="checkbox"/> \$	<input type="checkbox"/> \$
_____	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$452,500	

**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) Auburn Express Storage, LLC	Signature 	Date 9/24/02
Name of Signer (Print or Type) Frederick R. Crase	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**





## FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Auburn Express Storage, LLC,  a corporation,  
 partnership,  other limited liability organized under the laws of Washington, or  
 an individual for purposes of complying with the laws of the States indicated hereunder relating to either the  
 registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their  
 successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or  
 pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of  
 violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such  
 action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the  
 States so designated hereunder by service of process upon the officers so designated with the same effect as if the  
 undersigned was organized or created under the laws of that State and have been served lawfully with process in that  
 State.

It is requested that a copy of any notice, process, or pleading served hereunder by mailed to:

<u>Marc H. Cochran</u>	NAME
<u>P.O. Box 1533, 820 A Street, Suite 600, Tacoma, WA 98401</u>	ADDRESS

Place a "✓" before the names of all the States for which the person executing this form is appointing the designated  
 Officer of that State as its attorney in that State for receipt of service of process:

- |                                      |  |  |   |
|--------------------------------------|--|--|---|
| <input type="checkbox"/> ALABAMA     | Secretary of State   | <input type="checkbox"/> DELAWARE                | Securities Commissioner                 |
| <input type="checkbox"/> ALASKA      | Administrator of the Division<br>of Banking and<br>Corporations, Department of<br>Commerce and Economic<br>Development | <input type="checkbox"/> DISTRICT OF<br>COLUMBIA | Public Service<br>Commissioner          |
| <input type="checkbox"/> ARIZONA     | The Corporation<br>Commission  | <input type="checkbox"/> FLORIDA                 | Department of Banking and<br>Finance    |
| <input type="checkbox"/> ARKANSAS    | The Securities<br>Commissioner   | <input type="checkbox"/> GEORGIA                 | Commissioner of Securities              |
| <input type="checkbox"/> CALIFORNIA  | Commissioner of<br>Corporations  | <input type="checkbox"/> GUAM                    | Administrator, Department<br>of Finance |
| <input type="checkbox"/> COLORADO    | Securities Commissioner  | <input type="checkbox"/> HAWAII                  | Commissioner of Securities              |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner   | <input type="checkbox"/> IDAHO                   | Director, Department of<br>Finance      |
| <input type="checkbox"/> IOWA        | Commissioner of Insurance  | <input type="checkbox"/> ILLINOIS                | Secretary of State                      |
|                                      |  | <input type="checkbox"/> INDIANA                 | Secretary of State                      |
|                                      |  | <input type="checkbox"/> OHIO                    | Secretary of State                      |

- |   |  |  |  |
|---|--|--|--|
| <input type="checkbox"/> KANSAS         | Secretary of State   | <input type="checkbox"/> OREGON                  | Director, Department of Insurance and Finance                            |
| <input type="checkbox"/> KENTUCKY       | Director, Division of Securities   | <input type="checkbox"/> OKLAHOMA                | Securities Administrator   |
| <input type="checkbox"/> LOUISIANA      | Commissioner of Securities   | <input checked="" type="checkbox"/> PENNSYLVANIA | Pennsylvania does not require filing of a Consent to Service of Process. |
| <input type="checkbox"/> MAINE          | Administrator, Securities Division                                       | <input type="checkbox"/> PUERTO RICO             | Commissioner of Financial Institutions                                   |
| <input type="checkbox"/> MARYLAND       | Commissioner of the Division of Securities                               | <input type="checkbox"/> RHODE ISLAND            | Director of Business Regulation  |
| <input type="checkbox"/> MASSACHUSETTS  | Secretary of State   | <input type="checkbox"/> SOUTH CAROLINA          | Secretary of State   |
| <input type="checkbox"/> MICHIGAN       | Administrator, Corporation and Securities Bureau, Department of Commerce | <input type="checkbox"/> SOUTH DAKOTA            | Secretary of State   |
| <input type="checkbox"/> MINNESOTA      | Commissioner of Commerce   | <input type="checkbox"/> TENNESSEE               | Commissioner of Commerce and Insurance                                   |
| <input type="checkbox"/> MISSISSIPPI    | Secretary of State   | <input type="checkbox"/> TEXAS                   | Securities Commissioner  |
| <input type="checkbox"/> MISSOURI       | Securities Commissioner  | <input type="checkbox"/> UTAH                    | Director, Division of Securities   |
| <input type="checkbox"/> MONTANA        | State Auditor and Commissioner of Insurance                              | <input type="checkbox"/> VERMONT                 | Secretary of State   |
| <input type="checkbox"/> NEBRASKA       | Director of Banking and Finance  | <input type="checkbox"/> VIRGINIA                | Clerk, State Corporation Commission                                      |
| <input type="checkbox"/> NEVADA         | Secretary of State   | <input checked="" type="checkbox"/> WASHINGTON   | Director of the Department of Financial Institutions                     |
| <input type="checkbox"/> NEW HAMPSHIRE  | Secretary of State   | <input type="checkbox"/> WEST VIRGINIA           | Commissioner of Securities   |
| <input type="checkbox"/> NEW JERSEY     | Chief, Securities Bureau   | <input type="checkbox"/> WISCONSIN               | Commissioner of Securities   |
| <input type="checkbox"/> NEW MEXICO     | Director, Securities Division  | <input type="checkbox"/> WYOMING                 | Secretary of State   |
| <input type="checkbox"/> NEW YORK       | Secretary of State   |  |  |
| <input type="checkbox"/> NORTH CAROLINA | Secretary of State   |  |  |
| <input type="checkbox"/> NORTH DAKOTA   | Securities Commissioner  |  |  |

Dated this 24<sup>th</sup> day of April, 2002.

(SEAL)

Auburn Express Storage, LLC

By

[Signature]

TITLE

Manager

**CORPORATE ACKNOWLEDGMENT**

State or Province of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, before me \_\_\_\_\_ the undersigned officer, personally appeared \_\_\_\_\_ known personally to me to be the \_\_\_\_\_ of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

\_\_\_\_\_  
NOTARY PUBLIC/COMMISSIONER OF OATHS

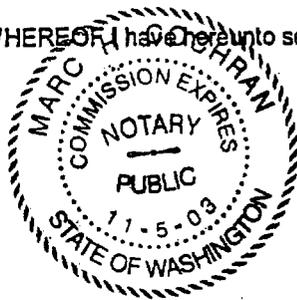
My commission expires: \_\_\_\_\_

**INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT**

State or Province of Washington )  
County of Pierce ) ss.

On this 24th day of April, 2002, before me Marc H. Cochran, the undersigned officer, personally appeared Frederick R. Crase to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Marc H. Cochran  
NOTARY PUBLIC/COMMISSIONER OF OATHS

My commission expires: 11/5/03

**ISSUER'S REPRESENTATION FOR THE STATE OF WASHINGTON  
REGARDING COMPLIANCE WITH WAC-460-44A-503 (1)(a)(ii)**

The issuer has reviewed all of the conditions of WAC 460-44A-(504) ~~505~~ ~~506~~ (circle applicable section) and represents that such conditions shall be met.

Auburn Express Storage, LLC  
NAME OF ISSUER

  
SIGNATURE

Manager  
TITLE