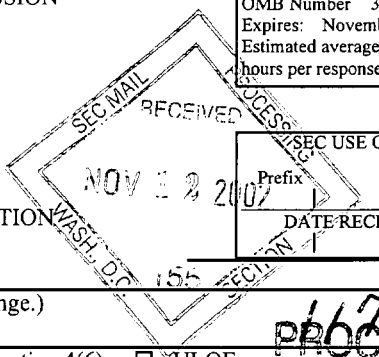
FORM D

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

FORM D

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



OMB Approval	
OMB Number	3235-0076
Expires:	November 30, 2001
Estimated average burden hours per response	16.00

SEC USE ONLY
Prefix | Serial
DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)
3,900,000 of Limited Partnership Units in Luna BD Partners, L.P.

Filing Under (Check box(es) that apply:) ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

PROCESSED
NOV 2 5 2002
THOMSON
FINANCIAL

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.)
Luna BD Partners, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
10100 North Central Expressway, #200, Dallas, Texas 75231	(214) 932-3100
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)

Brief Description of Business
limited partnership formed to purchase securities in a limited partnership that owns and operates a single-tenant industrial building

Type of Business Organization
☐ corporation ☒ limited partnership, already formed ☐ other (please specify): general partnership
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month: February Year: 2002 ☒ 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): TX

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. 77(d)(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 is 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 the manually signed copy or bear typed or printed signatures.

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 must 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 to the notice constitutes a part of this notice and must be completed.

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 unless such exemption is predicated on the filing of a federal notice.

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.

A. BASIC IDENTIFICATION DATA

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 more 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)
Luna BD GP, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)
10100 North Central Expressway, #200, Dallas, Texas 75231

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

Full Name (Last name first, if individual)
Macfarlan Real Estate Services, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
10100 North Central Expressway, #200, Dallas, Texas 75231

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

Full Name (Last name first, if individual)
Macfarlan Holdings, Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)
10100 North Central Expressway, #200, Dallas, Texas 75231

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

Full Name (Last name first, if individual)
Macfarlan, Dean

Business or Residence Address (Number and Street, City, State, Zip Code)
10100 North Central Expressway, #200, Dallas, Texas 75231

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

Full Name (Last name first, if individual)
Jenkins, John L.

Business or Residence Address (Number and Street, City, State, Zip Code)
10100 North Central Expressway, #200, Dallas, Texas 75231

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

Full Name (Last name first, if individual)
Waggoner, Keith A.

Business or Residence Address (Number and Street, City, State, Zip Code)
10100 North Central Expressway, #200, Dallas, Texas 75231

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

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

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

2. What is the minimum investment that will be accepted from any individual $ 12,500

	Yes	No
3. Does the offering permit joint ownership of a single unit?	☐	☒

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)
Empire Financial Group, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
1385 West State Road 434, Longwood, Florida 32750

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
[CA] [FL] [GA] [NY] [OH] [TX]

Full Name (Last name first, if individual)
Dunwoody Brokerage Services, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
4243 Dunwoody Club Drive, Suite 200, Atlanta, Georgia 30350

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
[CA] [FL] [GA] [TX]

Full Name (Last name first, if individual)
Capital Growth Resources, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
405 East Lexington Ave., #201, El Cajon, California 92020

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
[CA] [FL] [NV] [TX]

Full Name (Last name first, if individual)
Greystone Securities Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)
3816 S. Greystone Court, Springfield, Missouri 65804

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
[IL] [KS] [MO] [OK]

Full Name (Last name first, if individual)
Harrison Douglas, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
5303 E. Evans Ave., Suite 201, Denver, Colorado 80222

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
[CA] [CO] [FL] [MO] [OH] [TX]

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

B. INFORMATION ABOUT OFFERING

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

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

2. What is the minimum investment that will be accepted from any individual $ 1,000

	Yes	No
3. Does the offering permit joint ownership of a single unit?	☐	☒

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)
GunnAllen Financial, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
1715 N. Westshore Boulevard, #775, Tampa, Florida 33607

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
[AK] [CA] [FL] [GA] [KS] [MO] [NY] [OH] [OK] [TX]

Full Name (Last name first, if individual)
Crescent Securities Group, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
5580 LBJ Freeway, Suite 560, Dallas, Texas 75240

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
[CA] [OK] [TX] [VA] [WA]

Full Name (Last name first, if individual)
Basic Investors, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
510 Broadhollow Road, Suite 306, Melville, New York 11747

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
[NY]

Full Name (Last name first, if individual)
Investors Capital Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)
230 Broadway East 203, Lynnfield, Massachusetts 01940

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
[NY]

Full Name (Last name first, if individual)
Questar Capital Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)
655 Fairfield Court, Suite 200, Ann Arbor, Michigan 48108

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
[NY]

(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

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" ..... $ 3,565,203.44

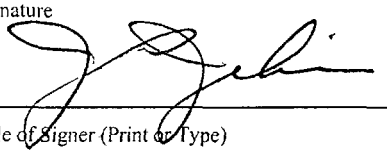
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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	☐	$ 156,000.00	☐	$ 0
Purchase of real estate	☐	$ 0	☐	$ 0
Purchase, rental or leasing and installation of machinery and equipment	☐	$ 0	☐	$ 0
Construction or leasing of plant buildings and facilities	☐	$ 0	☐	$ 0
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	☐	$ 0	☐	$ 0
Repayment of indebtedness	☐	$ 0	☐	$ 0
Working capital	☐	$ 0	☐	$ 0
Other (specify) Purchase of up to152 units of limited partnership interest in Luna Business Park, L.P.	☒	$3,409,203.44	☐	$ 0
Column Totals	☒	$3,565,203.44	☐	$ 0

Total Payments Listed (column totals added) ..... $ 3,565,203.44

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
Luna BD Partners, L.P.		10/29/02
Name of Signer (Print or Type	Title of Signer (Print or Type)	
John L. Jenkins	President, Luna BD GP, L.L.C. (General Partner of Luna BD Partners, L.P.)	

ATTENTION

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

E. STATE SIGNATURE

	Yes	No
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	☐	☒

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)	Signature	Date
Luna BD Partners, L.P.		10/29/02
Name of Signer (Print or Type	Title of Signer (Print or Type)	
John L. Jenkins	President, Luna BD GP, L.L.C. (General Partner of Luna BD Partners, L.P.)	

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.	2.		3.	4.				5.	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR	✓		$3,900,000 of Limited Partnership Units in Luna BD Partners, L.P.	0	$0	2	$50,000		✓
CA	✓		$3,900,000 of Limited Partnership Units in Luna BD Partners, L.P.	2	$125,000	0	$0		✓
CO	✓		$3,900,000 of Limited Partnership Units in Luna BD Partners, L.P.	4	$105,000	5	$138,586.96		✓
CT									
DE									
DC									
FL	✓		$3,900,000 of Limited Partnership Units in Luna BD Partners, L.P.	1	$13,000	4	$70,000		✓
GA	✓		$3,900,000 of Limited Partnership Units in Luna BD Partners, L.P.	2	$55,000	0	$0		✓
HI									
ID									
IL									
IN									
IA									
KS									

VT									
VA									
WA	✓		$3,900,000 of Limited Partnership Units in Luna BD Partners, L.P.	1	$25,000	0	$0		✓
WV									
WI									
WY									
PR									