

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



ORIGINAL

FORM D

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

Table with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.

Name of Offering (Private Placement Offering of Limited Liability Company Interests), Filing Under (Rule 506 checked), Type of Filing (New Filing checked).

Handwritten number 21-51270

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer: Hotel Group Opportunity Fund I, LLC. Address of Executive Offices: One Ten James Street, Suite 102, Edmonds, WA 98020. Telephone Number: (425) 771-1788.

Acquisition, renovation, repositioning and improvement of performance of 3 to 5 non-or under-performing hotels in the United States

Type of Business Organization (other checked), Actual or Estimated Date of Incorporation or Organization (1/1/02), Jurisdiction of Incorporation or Organization (DE).

PROCESSED stamp dated JAN 02 2003 from THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where To File, Copies Required, Information Required, 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.

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 Managing Member

Full Name (Last name first, if individual)

THG Capital, LLC

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

One Ten James Street, Suite 102, Edmonds, WA 98020

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

Full Name (Last name first, if individual)

Lee, Edmond A.

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

One Ten James Street, Suite 102, Edmonds, WA 98020

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

Full Name (Last name first, if individual)

Dreher, Douglas N.

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

One Ten James Street, Suite 102, Edmonds, WA 98020

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

Full Name (Last name first, if individual)

Meyer, Randy J.

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

One Ten James Street, Suite 102, Edmonds, WA 98020

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

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

2. What is the minimum investment that will be accepted from any individual? \$ 250,000 *

* The Fund in its sole discretion may accept investments of lesser amounts.

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

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)

Tolt Group, Inc.

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

2018 156th Avenue N.E., Suite 226, Bellevue, WA 98008

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 column below the amounts of the securities offered for exchange and already exchanged.

	Aggregate Offering Price	Amount Already Sold
Type of Security		
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>Limited Liability Company Interests</u>)..	\$ 15,000,000 *	\$ 0
Total	\$ 15,000,000 *	\$ 0

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

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 "non" or "zero."

* The maximum offering is for \$15,000,000.
The minimum offering is for \$3,250,000.

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	0	\$ 0
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	N/A	\$ N/A

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, 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	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504.....	N/A	\$ N/A
Total	N/A	\$ 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 an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input checked="" type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 50,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 35,000
Engineering Fees.....	<input checked="" type="checkbox"/>	\$ 0
Sales Commissions (specify finder's fees separately).....	<input checked="" type="checkbox"/>	\$ 0
Other Expenses (identify) (a) Organizational Expenses.....	<input checked="" type="checkbox"/>	\$ 15,000
(b) Finder's fees based on formula of monthly offering consulting fees and percentage of gross offering proceeds as follows: 5% of 1 st \$2,500,000; 4% of 2 nd \$2,500,000 and 3% of up to \$10,000,000. Finder also receives 5% carried profits interest in the Fund.	<input checked="" type="checkbox"/>	\$ 537,500 Max * \$ 167,500 Min
Total.....	<input checked="" type="checkbox"/>	\$ 637,500 Max * \$ 267,500 Min

* For maximum offering and minimum offering.

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

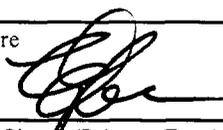
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 14,362,500 Max
\$ 2,982,500 Min

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	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Purchase of real estate.....	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>14,362,500</u> Max \$ <u>2,982,500</u> Min
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/>	\$ _____	<input checked="" 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 checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Working capital.....	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Other (specify) _____				
_____	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Column Totals.....	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>14,362,500</u> Max \$ <u>2,982,500</u> Min
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>14,362,500</u> Max		<input checked="" type="checkbox"/> \$ <u>2,982,500</u> Min

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) Hotel Group Opportunity Fund I, LLC	Signature 	Date 12/19/02
Name of Signer (Print or Type) Edmond A. Lee	Title of Signer (Print or Type) Managing Director of THG Capital, LLC, Managing Member	

ATTENTION

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