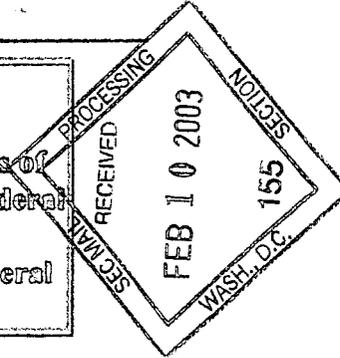


SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**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

PROCESSED  
FEB 11 2003  
FORM D  
THOMSON FINANCIAL

1268233



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.)

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 503  Section 4(6)  ULOE

Type of Filing:  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.)

GPPE, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

8877 Bourgade Avenue, Lenexa, KS 66219

(818) 623-1150

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices)

Same address and phone as above

Brief Description of Business

Entertainment product production and marketing

Type of Business Organization

corporation

limited partnership, already formed

other (please specify):

business trust

limited partnership, to be formed

Limited liability company

Month Year

Actual or Estimated Date of Incorporation or Organization:

7/02

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) [K] [S]

### 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 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 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.

Filing Fee: There is no federal filing fee.

State: Kansas

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

**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)

Reilly, Joseph of the managing entity of the issuer, see below

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

8877 Bourgade Avenue, Lenexa, KS 66219

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

Full Name (Last name first, if individual)

Oak Films, LLC

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

11329 Otsego St., #4, North Hollywood, CA 91601

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)

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?..... \$6250.00

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)  
None

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.

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: LLC percentage membership interests)	\$ 1,187,500	\$ 408,250
<b>Total</b>	<b>\$1,187,500</b>	<b>\$408,250.00</b>

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 "none" or "zero."

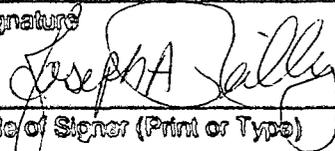
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	18	\$262,500.00
Non-accredited Investors	11	\$143,750.00



	Officers, Directors, & Affiliates	Others
**** Salaries and fees .....	)\$52,000	<input type="checkbox"/> 0
**** 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 type="checkbox"/> \$ 0
**** Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 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) .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> 0
**** Repayment of indebtedness .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
**** Working capital .....	) 0	<input type="checkbox"/> \$ 0
**** Other (specify): television production and marketing **** .....	<input type="checkbox"/> 0	<input checked="" type="checkbox"/> \$1,105,000.00
**** .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/>
**** Column Totals .....	[ \$52,000	<input type="checkbox"/> \$1,105,500.00
**** Total Payments Listed (column totals added) .....		\$1,053,500.00

**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 2/4/2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Joseph Reilly	Manager of Oak Films, LLC, Manager of the LLC	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (Sec 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

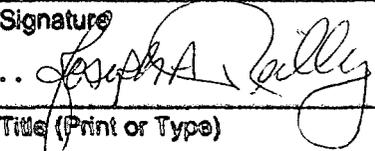
.....  
 See Appendix, Column 5, for state response.

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) GPPE, LLC	Signature 	Date 2/4/2003
Name of Signer (Print or Type) Joseph Reilly	Title (Print or Type) Manager of Oak Films, LLC, Manager of the LLC	

**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)



NE									
NV									
NH									
NJ	x		LLC interests, 75,000	1	12,500				x
NM									
NY	x		LLC interests, \$87,500	1	6,250	1	50,000		x
NC									
ND									
OH									
OK	x		LLC interests, \$50,000			1	25,000		x
OR									
PA	x		LLC interests, \$43,750	1	25,000	1	18,750		x
RI									
SC									
SD									
TN									
TX	x		LLC interests, \$100,000			2	18,750		x
UT									
VT									
VA									
WA	x		LLC interests, \$100,000	2	18,750				x
WV									
WI									
WY									
PR									

*<http://www.sec.gov/smbus/forms/d.htm>  
Last update: 08/27/1999*



Return to Small Business Information page

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned GPPE, LLC, (a limited liability company) organized under the laws of Kansas 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 be mailed to:

Joseph Reilly

(Name)

11329 Osage Street #4, North Hollywood, CA 91601

(Address)

Place an "X" 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"/>            | District of Columbia | Public Service Commission            |
| <input type="checkbox"/>            | Alaska      | Administrator of the Division of Banking & Corporations, Dept. of Commerce & Economic Development | <input checked="" type="checkbox"/> | Florida              | Dept. of Banking & Finance           |
| <input checked="" type="checkbox"/> | Arizona     | The Corporation Commission  | <input checked="" type="checkbox"/> | Georgia              | Commissioner of Securities           |
| <input type="checkbox"/>            | Arkansas    | The Securities Commissioner   | <input type="checkbox"/>            | Guam                 | Administrator, Department of Finance |
| <input checked="" type="checkbox"/> | California  | Commissioner of Corporations  | <input type="checkbox"/>            | Hawaii               | Commissioner of Securities           |
| <input checked="" type="checkbox"/> | Colorado    | Securities Commissioner   | <input type="checkbox"/>            | Idaho                | Director, Department of Finance      |
| <input type="checkbox"/>            | Connecticut | Banking Commissioner  | <input checked="" type="checkbox"/> | Illinois             | Secretary of State                   |
| <input type="checkbox"/>            | Delaware    | Securities Commissioner   | <input type="checkbox"/>            | Indiana              | Secretary of State                   |
|                                     |             |   | <input checked="" type="checkbox"/> | Iowa                 | Commissioner of Insurance            |

<input type="checkbox"/>	Kansas	Secretary of State	<input type="checkbox"/>	North Dakota	Securities Commissioner
<input type="checkbox"/>	Kentucky	Director, Division of Securities	<input type="checkbox"/>	Ohio	Secretary of State
<input type="checkbox"/>	Louisiana	Commissioner of Securities	<input type="checkbox"/>	Oregon	Director, Department of Insurance and Finance
<input type="checkbox"/>	Maine	Administrator, Securities Division	<input checked="" type="checkbox"/>	Oklahoma	Securities Administrator
<input checked="" type="checkbox"/>	Maryland	Commissioner of the Division of Securities	<input checked="" type="checkbox"/>	Pennsylvania	Does not Require Filing of a Consent to Service of Process
<input checked="" type="checkbox"/>	Massachusetts	Secretary of State	<input type="checkbox"/>	Puerto Rico	Commissioner of Financial Institutions
<input type="checkbox"/>	Michigan	Administrator, Corporation & Securities Bureau, Department of Commerce	<input type="checkbox"/>	Rhode Island	Director of Business Regulations
<input checked="" type="checkbox"/>	Minnesota	Commissioner of Commerce	<input type="checkbox"/>	South Carolina	Secretary of State
<input type="checkbox"/>	Mississippi	Secretary of State	<input type="checkbox"/>	South Dakota	Director, Division of Securities
<input checked="" type="checkbox"/>	Missouri	Securities Commissioner	<input type="checkbox"/>	Tennessee	Commissioner of Commerce & Insurance
<input type="checkbox"/>	Montana	State Auditor & Commissioner of Insurance	<input checked="" type="checkbox"/>	Texas	Securities Commissioner
<input type="checkbox"/>	Nebraska	Director of Banking & Finance	<input type="checkbox"/>	Utah	Division of Securities
<input type="checkbox"/>	Nevada	Secretary of State	<input type="checkbox"/>	Vermont	Secretary of State
<input type="checkbox"/>	New Hampshire	Secretary of State	<input type="checkbox"/>	Virginia	Clerk, State Corporation Commission
<input checked="" type="checkbox"/>	New Jersey	Chief, Securities Bureau	<input checked="" type="checkbox"/>	Washington	Director, Department of Licensing
<input type="checkbox"/>	New Mexico	Director, Securities Division	<input type="checkbox"/>	West Virginia	Commissioner of Securities
<input checked="" type="checkbox"/>	New York	Secretary of State	<input type="checkbox"/>	Wisconsin	Commissioner of Securities
<input type="checkbox"/>	North Carolina	Secretary of State	<input type="checkbox"/>	Wyoming	Secretary of State

Dated this 4<sup>th</sup> day of February, 2003.

(SEAL)

GPPE, LLC; Oak Films, LLC, Manager  
 By Joseph A. Reilly  
 Joseph Reilly, Manager of Oak Films, LLC, Manager of GPPE, LLC  
 Title

LIMITED LIABILITY COMPANY ACKNOWLEDGMENT

State or Province of California  
County of Los Angeles

On this 4th day of February, 2003, before me, RAFFI DILSIZIAN, the undersigned officer, personally appeared Joseph Reilly known personally to me to be the Manager of Oak Films, LLC, Manager of the above named limited liability company and acknowledged that he, as (Title) a manager being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as a manager if the Manager of the limited liability company.

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



Raffi Dilisian  
Notary Public/Commissioner of Oaths

My Commission Expires 22<sup>nd</sup> Oct. 2003