

FORM D

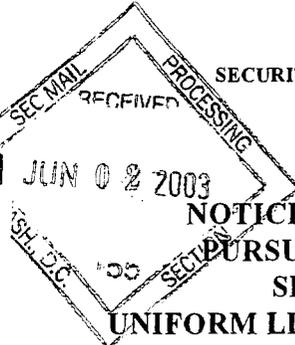
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response.....	16.00



03021456



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.)

Filing Under (Check box(es) that apply): Rule 504 Rule 505 [X] Rule 506 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.)

Knoxville Restaurant Ventures, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
6755 Richardson Circle Erie, PA 16514 (814) 474-9736

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business Acquisition of real property and building thereon; then remodel, landscape and build-out per approved plans for purposes of owning and operating a Quaker Steak & Lube franchise restaurant and bar

Type of Business Organization
[ ] corporation [ ] limited partnership, already formed [X] other (please specify): Limited Liability Company
[ ] business trust [ ] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: 05 03 [X] Actual [ ] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: PA)
CN for Canada; FN for other foreign jurisdiction

PROCESSED JUN 03 2003

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 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.

Handwritten signature

**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)

Lehr, Lance L.

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

6755 Richardson Circle, Fairview, PA 16415

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

Full Name (Last name first, if individual)

Weaver, Timothy P.

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

8355 Pondview Drive, McKean, PA 16426

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

Full Name (Last name first, if individual)

Melody, P. John

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

3844 Sunset Boulevard, Erie, PA 16504

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

Full Name (Last name first, if individual)

McWilliams, T. Colm

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

4102 Aveniel Court, Erie, PA 16504

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? ..... \$ 100,000.00
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)

See Attached

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	<del>PA</del>
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.)

Addendum to B.4.

<u>Securities Offered<sup>1</sup></u>	<u>Minimum/Maximum Offered</u>	<u>Price to Offerees<sup>2</sup></u>	<u>Underwriting Commissions<sup>3</sup></u>	<u>Minimum Proceeds to the Company<sup>4</sup></u>	<u>Maximum Proceeds to the Company<sup>4</sup></u>
Certificates of Limited Liability Company Ownership Interests ("Ownership Interests")	8/17 (24%/51% Ownership of the Company)	\$100,000.00 per Certificate (per 3% Ownership Interest)	-0-	\$800,000.00	\$1,700,000.00

**INVESTMENT IN A SMALL BUSINESS IS OFTEN RISKY. YOU SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT. SEE SECTION II, PARAGRAPH C ON PAGES 4-11 FOR A DISCUSSION OF THE RISK FACTORS THAT MANAGEMENT BELIEVES PRESENT THE MOST SUBSTANTIAL RISKS TO YOU.**

**THIS OFFERING CONTAINS ESSENTIAL INFORMATION ABOUT THE ISSUER AND THE SECURITIES BEING OFFERED HEREBY. PERSONS ARE ADVISED TO READ THIS OFFERING CAREFULLY PRIOR TO MAKING ANY DECISION TO PURCHASE THESE SECURITIES. PURCHASERS SHOULD ALSO BE AWARE OF THE TWO-DAY RIGHT TO RESCIND THEIR PURCHASES AS DESCRIBED IN "WITHDRAWAL OF ACCEPTANCE" ON PAGES 33-34.**

This Offering will terminate and all subscriptions returned if at least eight (8) Certificates are not sold by May 31, 2003, unless extended as provided herein.

The date of this Disclosure Document is May 21, 2003, which is the date this Offering was filed with the Pennsylvania Securities Commission.

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<sup>1</sup> Limited liability company interests (the "Ownership Interests") are the personal property of the Member of the Company representing an equity interest in the Company and shall be evidenced by Certificates of Limited Liability Company Interest issued by the Company ("Certificates of Ownership Interest").

<sup>2</sup> The minimum investment that may be made is \$100,000.00 and the minimum Ownership Interest in the Company that may be purchased is a 3% Ownership Interest.

<sup>3</sup> The Ownership Interests are being offered by management of the Company. No such person will receive any compensation or remuneration on account of their efforts to sell the Ownership Interests.

<sup>4</sup> The total proceeds of the Company do not reflect organization of the Company and legal, accounting, printing, mailing and other expenses of this Offering, which are estimated to be \$3,000.00.

soccer coach at Mercyhurst College from May of 1997 until January of 2002. He opened The Cornerstone Bar & Grill in January of 2002 and followed with opening Molly Brannigans Irish Pub in November of 2002, both of which are in Erie, Pennsylvania. He is a part owner and manager of both The Cornerstone Bar & Grill and Molly Brannigans Irish Pub. Mr. Melody was also a principal in Dunbrody Development, LLC, which was a commercial real estate development company formed to acquire and develop 5616 Merchants Center Boulevard, Knoxville, Tennessee, but the Offering related thereto expired because minimum proceeds from investors were not obtained by the Closing Date for the Offering related to that company.

B. Remuneration. None of the Officers or Managers, or any person who falls within the definition of “promoter” contained in Section 102(o) of the Pennsylvania Securities Act will receive any wages, benefits or compensation in any form from the Company, nor will they in the future, for the sale of the Company’s Certificates of Ownership Interest. No compensation shall be paid by the Company to any officers or managers. However, potential salaries and compensation will be reviewed and voted upon annually by the Members of the Company. All direct and indirect compensation to be paid by the Company to the four (4) highest paid officers of the Company can be summarized as follows:

<u>Name of Individual or Identity of Group</u>	<u>Capacities in Which Remuneration was Received</u>	<u>Paid During Last Fiscal Year</u>	<u>To Be Paid During Current/ Succeeding Fiscal Years</u>
Lance L. Lehr	President/Manager	-0-	\$0.00
Timothy P. Weaver	Treasurer/Secretary	-0-	\$0.00
P. John Melody	Vice President	-0-	\$0.00

However, the Ownership Interest held by the above-listed principal officers of this Company are issued to them or companies controlled by them for services performed or to be performed in the future for the Company, and in consideration for the expertise and experience that they bring to the Company for its operations.

### VIII. PRINCIPAL HOLDERS OF SECURITIES

A. Organization of the Company. The Company is a limited liability company organized under the Pennsylvania Limited Liability Company Act pursuant to the Certificate of Organization filed with the Secretary of State on May 20, 2003. Upon the Closing of this Offering, the ownership of the Company shall be as follows:

Set forth below is the identity of each person who owns ten percent (10%) or more of the Company, is a "promoter" as defined in Section 102(o) of the Pennsylvania Securities Act, or is an Officer or Manager of the Company.

<u>Name and Address</u>	<u>Type of Security</u>	<u>Type of Ownership</u>	<u>Percentage Owned</u>	<u>Minimum % of Equity After Offering</u>	<u>Maximum % of Equity After Offering</u>
Lance L. Lehr 6755 Richardson Circle Fairview, PA 16415	Certificates of Ownership Interest	Of Record and Beneficially	12.60%	12.60%	24.75%
Timothy Weaver 8355 Pondview Drive McKean, PA 16426	Certificates of Ownership Interest	Of Record and Beneficially	12.60%	12.60%	24.75%
T. Colm McWilliams <sup>4</sup> 4102 Aveniel Court Erie, PA 16506	Certificates of Ownership Interest	Of Record and Beneficially	6%	6%	6%
P. John Melody 3844 Sunset Boulevard Erie, PA 16504	Certificates of Ownership Interest	Of Record and Beneficially	6%	6%	6%

## IX. CERTAIN TRANSACTIONS

The following is a summary of certain material transactions between the Company and certain of its Officers, Owners and Managers.

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<sup>4</sup> T. Colm McWilliams is a promoter of the Company. Mr. McWilliams is 31 years old. Mr. McWilliams graduated from Mercyhurst College in 1992 with a BA in accounting. He worked with Evans Capital Management as a financial planner from May 1992 to December 1995. While with Evans Capital Management, Mr. McWilliams cleared through (placed trades through) Royal Alliance Associates from January 1993 to December 1995. Mr. McWilliams worked for Gelvin, Jackson & Starr, a Division of First National Bank of Pennsylvania, from 1996 to 2001 as Vice President of Financial Planning. He served on their Board of Directors from September 1998 to January 2001. While with Gelvin, Jackson & Starr, Mr. McWilliams cleared through (placed trades through) Mariner Financial Services from January 1996 through August 1997 and FSC Securities Corp. from August 1997 through January 2001. He has worked in Erie, PA as a financial advisor since January of 2001 with Merrill Lynch. HOWEVER, NO FINANCIAL COMPANY OR BROKERAGE FIRM IS INVOLVED WITH THIS OFFERING AND MR. McWILLIAMS' INVOLVEMENT IN THIS OFFERING IS PURELY PERSONAL AS A PROMOTER OF THE COMPANY ON AN INDIVIDUAL BASIS WITHOUT ASSOCIATION WITH ANY FINANCIAL COMPANY OR BROKERAGE FIRM. Mr. McWilliams was also a principal in Dunbrody Development, LLC, which was a commercial real estate development company formed to acquire and develop 5616 Merchants Center Boulevard, Knoxville, Tennessee, but the Offering related thereto expired because minimum proceeds from investors were not obtained by the Closing Date for the Offering related to that company.

**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 the 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 <u>Membership/Ownership interest in Limited</u> <u>Liability Company</u> <input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ <u>1,700,000</u>	\$ <u>800,000</u>
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Specify _____) .....	\$ 0	\$ 0
<b>Total</b> .....	<b>\$ 1,700,000</b>	<b>\$ 800,000</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 .....	<u>8</u>	\$ <u>800,000.00</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
<b>Total (for filings under Rule 504 only)</b> .....	<b><u>8</u></b>	<b>\$ <u>800,000.00</u></b>

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 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....	_____	<b>\$ _____</b>

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 insurer. 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"/>	\$ <u>0</u>
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ <u>200.00</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>2,400.00</u>
Accounting Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) <u>filing fees (PA Securities Commission)</u> .....	<input checked="" type="checkbox"/>	\$ <u>400.00</u>
<b>Total</b> .....	<input type="checkbox"/>	<b>\$ <u>3,000.00</u></b>

**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.” .....

\$ 1,697,000.00

5. Indicate below the amount of the adjusted gross proceed 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 type="checkbox"/> \$ <u>40,000</u>	<input checked="" type="checkbox"/> \$ <u>68,500.00</u>
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>575,000.00</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>614,100.00</u>
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>358,000.00</u>
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"/> \$ <u>0</u>
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>0</u>
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>41,400.00</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>0</u>
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ <u>40,000</u>	<input checked="" type="checkbox"/> \$ <u>1,657,000.00</u>
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ <u>1,697,000.00</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) Knoxville Restaurant Ventures,	Signature 	Date May 30, 2003
Name of Signer (Print or Type) Lance L. Lehr	Title of Signer (Print or Type) Manager/President	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 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)	Signature	Date
Knoxville Restaurant Ventures, LLC		May 30, 2003
Name (Print or Type)	Title (Print or Type)	
Lance L. Lehr	Manager/President	

**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 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

**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
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA		X	Ownership interest in	8	800,000	0	0		X
RI			LLC						
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

**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
WY									
PR									