FORM D



03028247

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

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OMB APPROVAL 3235-0076 OMB Number: Expires: December 31, 1993 Estimated average burden hours per form 16.00

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· <u> </u>					Z:	
Name of Offering (chec Genesis Finar	ck if this is an amendment ncial Corporat	it and name has che/Governme	hanged, and inc nt Serie	dicate change.) s #1		
Filing Under (Check box(es)	that apply): Rule 5	04 □ Rule 505	*Rule 506	☐ Section 4(6)	O ULOE EVED	
Type of Filing: XX New Fil	ing				~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~	
	A. B/	ASIC IDENTIFICA	ATION DATA		JUL 3 I 2003	77
1. Enter the information requ	uested about the issuer			1/2		
Name of Issuer (check i	if this is an amendment a Genesis Financ	nd name has chan ial Group,	ged, and indicating Inc.	ate change.)	187 4	, <u>.</u>
Address of Executive Offices 4081 West River F		nd Street, City, Sta e, MI 4813	ate, Zip Code) 8	Telephone Number 734-362-0	(Including Area Code	;)
Address of Principal Business (if different from Executive C	s Operations (Number ar Offices)	nd Street, City, Sta	ate, Zip Code)	Telephone Number	(Including Area Code	:)
Brief Description of Business Acquiring Free		g le Tenant	Propert	ies.	JHI 3 × 2003	
Type of Business Organizatio ⊠ corporation □ business trust	☐ limited partner	ship, already form	141	□ other (please spec	ify) PROC	CESSE
Actual or Estimated Date of Jurisdiction of Incorporation	or Organization: (Enter		stal Service ab		mated /)	ONSON INNCIAL

GENERAL INSTRUCTIONS

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.

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.

PACIC TOPATTE CATION DATA	Svati :
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 esecurities of the issuer;	quity
 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 XX Beneficial Owner XX Executive Officer Director General and/or	
Full Name (Last name first, if individual) Barton, D. James	
Business or Residence Address (Number and Street, City, State, Zip Code) Post Office Box 417 Grosse Ile, MI 48138	
Check Box(es) that Apply: Promoter Beneficial Owner X Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Barton, Gregg Scott Business or Residence Address (Number and Street, City, State, Zip Code)	
Post Office Box 417 Grosse Tle, MT 48138	
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)	- 1 · · · · · · · · · · · · · · · · · ·
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	िक्
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.)	

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1. Has	the issuer s	sold, or do	es the issu	er intend	to sell, to	non-accre	dited invest	ors in thi	s offering?	·		Yes XXXX	No
			Ans	wer also i	n Appendi	ix, Column	2, if filin	g under L	LOE.				
2. What	t is the mi	nimum inv	estment th	at will be	accepted f	from any i	ndividual?		• • • • • • • • • • • • • • • • • • • •		• • • • • • • •	s ¹⁰ ,	000.
3. Does	the offeri	ng permit	joint owne	rship of a	single uni	it?	·		• • • • • • • • •	· • • • • • • • • • • • • • • • • • • •	• • • • • • • •	Yes . XX	No
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Full Name	(Last nan	ne first, if	individual))									
Business o	r Residenc	e Address	(Number a	and Street	, City, Sta	ite, Zip Co	ode)						
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[MT]	[NE]	[NV]	[]	[1444]	[NM]	[X\$\}\]	XXX]	[ND]	(OH)	[OK]	(28)		
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F	irst Fi	nancia	l USA,	Ţ.		ate, Zip Co	ode)						
F Name of .	irst Fi Associated	nancia Broker of	l USA,	Inc.			· · · · · · ·	on. TX	77060				
F Name of .	irst Fi Associated 6801 Gr	nancia Broker or eenspo	l USA, Dealer	Inc.	e – Suit	te 340	- Houst	on, TX	77060				
F Name of . 1 States in '	Pirst Fi Associated 6801 Gr Which Per	nancia Broker of eenspo	l USA, Dealer int Parl Has Solici	Inc. <pre>Corive ted or Int</pre>	e – Suit	te 340	– Houst						States
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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? 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. It appears 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 odealer. If more than five (1) persons to be listed are associated persons of such a broker or dealer, you may set, forth the information for that 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 (1) persons to be listed are associated persons of such a broker or dealer, you may set, forth the information for that broker or dealer each state are associated persons of such a broker or dealer. If more and the 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 (1) persons to be listed are associated persons of such a broker or dealer. If more and the persons of such a broker or dealer. If more and the persons of such a broker or dealer. If more and the person to the dealer of the persons of such a broker or dealer. If more and the person to the dealer of the person to the dealer. If the person to the dealer of the person to the dealer of the persons of such a broker or dealer. If the person to the person to the persons of such a broker of the person to the person t													
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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 \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		· · · · · ·
		Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	<u>\$</u>
	Equity	\$	s 0
	□ Common □ Preferred		
	Convertible Securities (including warrants)	<u>s</u> 0	s
	Partnership Interests	<u> 0</u>	\$ 0
	Other (Specify Unit Investmebnt Trust	\$1,600,000	s 1,251,11
	Total	\$1,600,000	s 1,251,11
	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."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	0	s 0
	Non-accredited Investors	0	s <u> </u>
	Total (for filings under Rule 504 only)	0	s 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, 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	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		s 0
	Regulation A		s 0
	Rule 504	<u> </u>	s 0
	Total		s 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	· .	s 0
	Printing and Engraving Costs		\$ 5,000
	Legal Fees		\$ 5,000
	Accounting Fees	•	\$ 5,000
	Engineering Fees		s 0
	Sales Commissions (specify finders' fees separately)		\$64,000
	Other Expenses (identify) State Filing Fees		
	Other Expenses (identify) State Firing Fees	из гуг	

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

	C. OFFERING PRICE, NUMBER	OF INVESTORS, EXPENSES AN	d Use	OF PROC	EEDS	
1,1	b. Enter the difference between the aggregate offer tion 1 and total expenses furnished in response to 1 "adjusted gross proceeds to the issuer."	Part C - Question 4.a. This difference	e is the			§ 1,519,000
5.	Indicate below the amount of the adjusted gross prused for each of the purposes shown. If the amoun estimate and check the box to the left of the estimate the adjusted gross proceeds to the issuer set forth i	nt for any purpose is not known, fur . The total of the payments listed mu in response to Part C - Question 4.b	nish an st equal above.	and the second		
			Service de	Directors Affiliat	s, , & es	Payments To Others
	Salaries and fees Purchase of real estate		. 🗆 \$	<u> </u>		<u>\$</u>
	Purchase of real estate		. 🗆 💲	0	∑ x	<u>\$ 1,103,088</u>
	Purchase, rental or leasing and installation of r	machinery and equipment	. 🗆 \$	0		s 0
	Construction or leasing of plant buildings and					
	Acquisition of other businesses (including the v	value of securities involved in this assets or securities of another		0		A The space
	Repayment of indebtedness			0		• 0
	Working capital					90912
	Other (specify): Exchange Units					
	Office (specify).		,		A	3
			- ·	0.	🗆	. 0
	Column Totals	·				\$1:519.00(
	Total Payments Listed (column totals added) .			XX	<u>1,51</u>	, ,
	p), FEDERAL SIGNATURE				
fol	e issuer has duly caused this notice to be signed by a lowing signature constitutes an undertaking by the is est of its staff, the information furnished by the issuer	suer to furnish to the U.S. Securities	and Ex	change Co	mmission,	upon written re-
Iss	uer (Print or Type)	Signature		· · · · · · · · · · · · · · · · · · ·	Date	
	Genesis Financail Group, Inc.	11/1/2	-		7/18	/03
	ame of Signer (Print or Type)	Title of Signer (Print or Type)		<u>-</u> !		,
	Gregg S. Barton	CAO				

-ATTENTION-

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

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		E. STATE SIGNATURE	
1.	Is any party described in 17 CFR 230.252(c), (of such rule?	(d), (e) or (f) presently subject to any of the di	rivana maritania marita
	See Aı	ppendix, Column 5, for state response.	
2.	The undersigned issuer hereby undertakes to fu Form D (17 CFR 239.500) at such times as re-	arnish to any state administrator of any state in	which this notice is filed, a notice on
3.	The undersigned issuer hereby undertakes to fuissuer to offerees.	irnish to the state administrators, upon written	request, information furnished by the
4.	The undersigned issuer represents that the issue limited Offering Exemption (ULOE) of the stat of this exemption has the burden of establishing	te in which this notice is filed and understands t	
	issuer has read this notification and knows the ersigned duly authorized person.	contents to be true and has duly caused this no	
Issu	er (Print or Type)	Signature	Date
Ge	enesis Financial Group, Inc	c.	7/18/03
Nan	e (Print or Type)	Title (Print or Type)	

CAO

Instruction:

Gregg S. Barton

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.

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	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-Item1)		Disquali Disquali under Sta (if yes, explana waiver ((Part E	fication te ULOE attach tion of granted)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK							· · · · ·	·	
AZ									
AR									
CA	XX		UIT-\$100,0	00 0	0	2	35,000		XX
со									
СТ			·				,	·	
DE									.4
DC							·		
FL	XX		UIT-200,000	0	0	5	140,000		XX
GA	XX		UIT-100,000	0	0	1	20,000	·	XX
ні	·								
ID			,					:	
IL									
IN	xx		UIT-100,000	0	0	1	70,000		XX
IA	XX		UIT-200,000	0	0	2	110.337		XX
KS				•					
KY									
LA									
ME						erezes es es	. £		
MD									
MA	хх		UIT-200,000	1	30,000	2	80,000		XX
MI	XX		UIT-500,000		11.000	6	210,500		XX
MN									
MS									
МО		1							

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1		2	3		ENDIX	4			5
	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)		Type of i amount pur (Part (Disqual under Sta (if yes, explana waiver	ification		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT					٠				·
NE									
NV		·							
NH								·	
NJ									
NM					·				
NY				·		·	·		
NC	XX		UIT-200,000	0	0	5	123,129		XX
ND							·		
ОН									
OK									
OR	XX		UIT-200,000	1	40,000	0	. 0		XX
PA	·		·						
RI		·	·						
SC									
SD		,							
ŤN	XX		UIT-500,000	0	0	3	231,144		XX
TX									
UT									
VT							-	,	
VA					·				
WA	XX		YUIT-300,00	0 1	150,000	0	. 0		XX
wv									
WI									
WY					·				
PR									

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