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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.



OMB APPROVAL
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SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

FORM D

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

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

PROCESSED
APR 10 2003
THOMSON FINANCIAL

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Limited Liability Company Interests in Exclusive Resorts, LLC

Filing Under (Check box(es) that apply): Rule 504 Rule 505 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.)
Exclusive Resorts, LLC (the "Company")

Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
534 S. Clarkson Street, Denver, Colorado 80209	303-558-3111

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 Promoter Beneficial Executive Director Initial Managing
Apply: Owner Officer Member

Full Name (Last name first, if individual)
HANDLER, Bradley A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts, LLC, 534 S. Clarkson Street, Denver, Colorado 80209

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

Full Name (Last name first, if individual)
HANDLER, Brent L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts, LLC, 534 S. Clarkson Street, Denver, Colorado 80209

Check Box(es) that Promoter Beneficial Member Director Managing Member
Apply: Owner

Full Name (Last name first, if individual)
FILIPPINI, JR., Thomas W.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts, LLC, 534 S. Clarkson Street, Denver, Colorado 80209

Check Box(es) that Promoter Beneficial Member Director Managing Member
Apply: Owner

Full Name (Last name first, if individual)
SHERRY, Adam J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts, LLC, 534 S. Clarkson Street, Denver, Colorado 80209

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 Promoter Beneficial Member Director Managing Partner
Apply: Owner

Full Name (Last name first, if individual)
DWYER, Daniel

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts, LLC, 534 S. Clarkson Street, Denver, Colorado 80209

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

Full Name (Last name first, if individual)
POHS, Arnold

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts, LLC, 534 S. Clarkson Street, Denver, Colorado 80209

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

Full Name (Last name first, if individual)
SV Capital

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts, LLC, 534 S. Clarkson Street, Denver, Colorado 80209

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 maximum aggregate capital commitments of the Members?..... \$ 350,104
 (Subject to Waiver)
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. None

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]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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	Initial Capital Commitment	Initial Capital Contribution
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 ("LLC") Interests</u>) ..	\$ 350,104	\$ 304.00
Total.....	\$ 350,104	\$ 304.00

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 of Investors	Aggregate Capital Contribution Amount
Accredited Investors.....	7	\$304.00
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, 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	0	0
<u>Regulation A</u>	0	0
Rule 504	0	0
Total.....	N/A	N/A

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

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 type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees	<input checked="" type="checkbox"/>	\$ 10,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify)	<input type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ 10,000

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."

\$ N/A *

* All expenses will be paid out of the Company's available capital

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

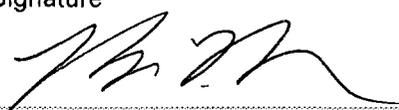
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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	[] \$ <u>0</u>	[] \$ <u>0</u>
Purchase of real estate	[] \$ <u>0</u>	[] \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[] \$ <u>0</u>	[] \$ <u>0</u>
Construction or leasing of plant buildings and facilities	[] \$ <u>0</u>	[] \$ <u>0</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) .	[] \$ <u>0</u>	[] \$ <u>0</u>
Repayment of indebtedness.....	[] \$ <u>0</u>	[] \$ <u>0</u>
Working capital in connection with initial formation and investments in affiliated companies ^{1/}	[] \$ <u>0</u>	[] \$ <u>350,104</u>
Other (specify):	[] \$ <u>0</u>	[] \$ <u>0</u>
Column Totals.....	[] \$ <u>0</u>	[] \$ <u>350,104</u>
Total Payments Listed (column totals added)	[] \$ <u>350,104</u>	

^{1/} The Company has an ownership interest in (a) Exclusive Resorts Capital Investors Fund I, LLC, which is the 100% owner, directly or indirectly, of the following subsidiaries: (1) Exclusive Resorts Capital Investors Fund I, Cabo 1, LLC; (2) Exclusive Resorts Capital Investors Fund I, Cabo 2, LLC; and (3) Exclusive Resorts Capital Investors Fund I, Cabo 3, LLC.; (b) Exclusive Resorts Capital Investors Fund II, LLC, which is the 100% owner, directly or indirectly, of the following subsidiaries: (1) Exclusive Resorts Capital Investors Fund II, NY 1, LLC; (2) Exclusive Resorts Capital Investors Fund II, ML 1, LLC, which, in turn, is the 100% owner of each (a) Awapuhi Partners ML1, LLC, (b) Hinahina Partners ML1, LLC; and (c) Ohelo Partners ML1, LLC; and (3) Exclusive Resorts Capital Investors Fund II, WL 1, LLC.; and (c) Exclusive Resorts Capital Investors Fund III, LLC, which is the 100% owner, directly or indirectly, of the following subsidiaries: (1) Exclusive Resorts Capital Investors Fund III, ML 2, LLC, which is the 100% owner of (a) Plumeria Partners ML2, LLC; (b) Maile Partners ML2, LLC; and (c) Kukui Partners ML2, LLC; and (2) Exclusive Resorts Capital Investors Fund III, WL 2, LLC.

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) Exclusive Resorts, LLC	Signature 	Date 9/2, 2003
Name of Signer (Print or Type) Bradley A. Handler	Title of Signer (Print or Type) Managing Member	

ATTENTION

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