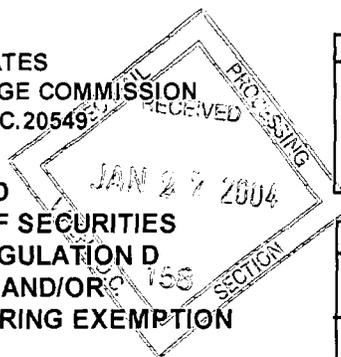


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1166499

| OMB APPROVAL | |
|---|--------------|
| OMB Number: | 3235-0076 |
| Expires: | May 31, 2005 |
| Estimated average burden hours per response..... | 1 |

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.)

D&A US Treasury Total Return Fund III, L.P

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.)

D&A US Treasury Total Return Fund III, L.P

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

123 Camino de la Reina Suite # 100-S San Diego CA 92108

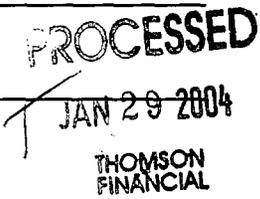
Telephone Number (Including Area code)
619-308-9700

Address of Principal Business Operations (If different from Executive Offices)
(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

CA LP formed to invest primarily in bonds, equities and cash

Brief Description of Business:



Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: MONTH YEAR
0 1 0 2 Actual Estimated

Jurisdiction of Incorporate of Organization: (Enter two-letter U.S. Postal Service abbreviation for state:
CN for Canada; FN for other foreign jurisdiction) CA

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), 17CFR 230.501 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 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 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 Exemption (ULOE) for sales of securities in those states that have adopted this form. Issuers relying on the 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.

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:

- j. Each promoter of the issuer, if the issuer has been organized within the past five years;
- ii. 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;
- iii. Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
- iv. Each general and managing partnership 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)

Dunham & Associates, Inc

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

123 Camino de la Reina,Suite 100-S San Diego CA 92108

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

Full Name(Last name first, if Individual)

Dunham Jeffrey A

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

123 Camino de La Reina,Suite 100-S San Diego CA 92108

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

Full Name(Last name first, if Individual)

Iverson Denise

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

123 Camino de la Reina,Suite 100-S San Diego CA 92108

B. INFORMATION ABOUT OFFERING

Yes No

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?.....

\$ \$ 250,000.00

Yes No

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 purchases 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) **Empire Financial Group**

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

1385 West State Rd. Langwood, FL 32750

Name of Associated Broker or Dealer

Empire Financial Group

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [RI] | <input type="checkbox"/> | [SC] | <input type="checkbox"/> | [SD] | <input type="checkbox"/> | [TN] | <input type="checkbox"/> | [TX] | <input type="checkbox"/> | [UT] | <input type="checkbox"/> | [VT] | <input type="checkbox"/> | [VA] | <input type="checkbox"/> | [WA] | <input type="checkbox"/> | [WV] | <input type="checkbox"/> | [WI] | <input type="checkbox"/> | [WY] | <input type="checkbox"/> | [PR] | <input type="checkbox"/> |

Full Name (Last name first, if individual) **H-Beck, Inc.**

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

11140 Rockville Pike Rockville, MD 20852

Name of Associated Broker or Dealer

H-Beck, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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Full Name (Last name first, if individual) **Oak Brook Securities Corporati**

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

17 W. Buterfield Road, Suite 30 Oakbrook Terrac. IL 60181

Name of Associated Broker or Dealer **Oak Brook Securities Corporation**

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]
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- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) **OMNI Brokerage, Inc.**

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

10542 S. Jordan Gateway, Suite Salt Lake City. UT 84095

Name of Associated Broker or Dealer **OMNI Brokerage, Inc.**

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]
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- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) **G.A.Repple & Co.**

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

101 Normandy Rd., Suite 101 Casselberry. FL 32707

Name of Associated Broker or Dealer **G.A. Repple & Co.**

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]
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- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) **Capital Strategies, Ltd.**

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

537 Chesnut Street Philadelphia, PA 19106

Name of Associated Broker or Dealer **Capital Strategies, Ltd.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States)..... All States

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Full Name (Last name first, if individual) **Spelman & Co., Inc.**

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

2800 North Central Avenue, Phoenix, AZ 85004

Name of Associated Broker or Dealer **Spelman & Co., Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States)..... All States

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Full Name (Last name first, if individual) **Financial West Group**

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

2663 Townsgate Rd. Westlake Villag, CA 91361

Name of Associated Broker or Dealer **Financial West Group**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States)..... All States

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Full Name (Last name first, if individual) **First Montauk Securities Corp.**

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

328 Newman Springs Rd. Red Bank, NJ 07701

Name of Associated Broker or Dealer

First Montauk Securities Corp.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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Full Name (Last name first, if individual)

Gerard Securities, Inc.

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

6165 Greenwich Drive, Suite 15 San Diego, CA 92122

Name of Associated Broker or Dealer

Gerard Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [IL] | <input type="checkbox"/> | [IN] | <input type="checkbox"/> | [IA] | <input type="checkbox"/> | [KS] | <input type="checkbox"/> | [KY] | <input type="checkbox"/> | [LA] | <input type="checkbox"/> | [ME] | <input type="checkbox"/> | [MD] | <input type="checkbox"/> | [MA] | <input type="checkbox"/> | [MI] | <input type="checkbox"/> | [MN] | <input type="checkbox"/> | [MS] | <input type="checkbox"/> | [MO] | <input type="checkbox"/> |
| [MT] | <input type="checkbox"/> | [NE] | <input type="checkbox"/> | [NV] | <input type="checkbox"/> | [NH] | <input type="checkbox"/> | [NJ] | <input type="checkbox"/> | [NM] | <input type="checkbox"/> | [NY] | <input type="checkbox"/> | [NC] | <input type="checkbox"/> | [ND] | <input type="checkbox"/> | [OH] | <input type="checkbox"/> | [OK] | <input type="checkbox"/> | [OR] | <input type="checkbox"/> | [PA] | <input type="checkbox"/> |
| [RI] | <input type="checkbox"/> | [SC] | <input type="checkbox"/> | [SD] | <input type="checkbox"/> | [TN] | <input type="checkbox"/> | [TX] | <input type="checkbox"/> | [UT] | <input type="checkbox"/> | [VT] | <input type="checkbox"/> | [VA] | <input type="checkbox"/> | [WA] | <input type="checkbox"/> | [WV] | <input type="checkbox"/> | [WI] | <input type="checkbox"/> | [WY] | <input type="checkbox"/> | [PR] | <input type="checkbox"/> |

Full Name (Last name first, if individual)

Sigma Financial Corp.

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

4261 Park Road Ann Arbor, MI 48103

Name of Associated Broker or Dealer

Sigma Financial Corp.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [IL] | <input type="checkbox"/> | [IN] | <input type="checkbox"/> | [IA] | <input type="checkbox"/> | [KS] | <input type="checkbox"/> | [KY] | <input type="checkbox"/> | [LA] | <input type="checkbox"/> | [ME] | <input type="checkbox"/> | [MD] | <input type="checkbox"/> | [MA] | <input type="checkbox"/> | [MI] | <input type="checkbox"/> | [MN] | <input type="checkbox"/> | [MS] | <input type="checkbox"/> | [MO] | <input type="checkbox"/> |
| [MT] | <input type="checkbox"/> | [NE] | <input type="checkbox"/> | [NV] | <input type="checkbox"/> | [NH] | <input type="checkbox"/> | [NJ] | <input type="checkbox"/> | [NM] | <input type="checkbox"/> | [NY] | <input type="checkbox"/> | [NC] | <input type="checkbox"/> | [ND] | <input type="checkbox"/> | [OH] | <input type="checkbox"/> | [OK] | <input type="checkbox"/> | [OR] | <input type="checkbox"/> | [PA] | <input type="checkbox"/> |
| [RI] | <input type="checkbox"/> | [SC] | <input type="checkbox"/> | [SD] | <input type="checkbox"/> | [TN] | <input type="checkbox"/> | [TX] | <input type="checkbox"/> | [UT] | <input type="checkbox"/> | [VT] | <input type="checkbox"/> | [VA] | <input type="checkbox"/> | [WA] | <input type="checkbox"/> | [WV] | <input type="checkbox"/> | [WI] | <input type="checkbox"/> | [WY] | <input type="checkbox"/> | [PR] | <input type="checkbox"/> |

Full Name (Last name first, if individual) **Sentra Securities Corporation**

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

2800 North Central Avenue Phoenix, AZ 85004

Name of Associated Broker or Dealer

Sentra Securities Corporation

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [RI] | <input checked="" type="checkbox"/> | [SC] | <input checked="" type="checkbox"/> | [SD] | <input checked="" type="checkbox"/> | [TN] | <input checked="" type="checkbox"/> | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input checked="" type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input checked="" type="checkbox"/> | [WY] | <input checked="" type="checkbox"/> | [PR] | <input checked="" type="checkbox"/> |

Full Name (Last name first, if individual)

IMS Securities, Inc.

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

1500 City West Blvd., Suite 50 Houston, TX 77042

Name of Associated Broker or Dealer

IMS Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [RI] | <input type="checkbox"/> | [SC] | <input checked="" type="checkbox"/> | [SD] | <input checked="" type="checkbox"/> | [TN] | <input checked="" type="checkbox"/> | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input checked="" type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input checked="" type="checkbox"/> | [WY] | <input type="checkbox"/> | [PR] | <input type="checkbox"/> |

Full Name (Last name first, if individual)

Medallion Advisory Services

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

811 Richie Highway Severna Park, MD 21146

Name of Associated Broker or Dealer

Medallion Investment Services

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [IL] | <input checked="" type="checkbox"/> | [IN] | <input checked="" type="checkbox"/> | [IA] | <input checked="" type="checkbox"/> | [KS] | <input checked="" type="checkbox"/> | [KY] | <input type="checkbox"/> | [LA] | <input checked="" type="checkbox"/> | [ME] | <input checked="" type="checkbox"/> | [MD] | <input type="checkbox"/> | [MA] | <input checked="" type="checkbox"/> | [MI] | <input checked="" type="checkbox"/> | [MN] | <input checked="" type="checkbox"/> | [MS] | <input checked="" type="checkbox"/> | [MO] | <input checked="" type="checkbox"/> |
| [MT] | <input checked="" type="checkbox"/> | [NE] | <input type="checkbox"/> | [NV] | <input checked="" type="checkbox"/> | [NH] | <input checked="" type="checkbox"/> | [NJ] | <input checked="" type="checkbox"/> | [NM] | <input checked="" type="checkbox"/> | [NY] | <input checked="" type="checkbox"/> | [NC] | <input checked="" type="checkbox"/> | [ND] | <input checked="" type="checkbox"/> | [OH] | <input checked="" type="checkbox"/> | [OK] | <input checked="" type="checkbox"/> | [OR] | <input type="checkbox"/> | [PA] | <input checked="" type="checkbox"/> |
| [RI] | <input checked="" type="checkbox"/> | [SC] | <input checked="" type="checkbox"/> | [SD] | <input checked="" type="checkbox"/> | [TN] | <input checked="" type="checkbox"/> | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input checked="" type="checkbox"/> | [WY] | <input checked="" type="checkbox"/> | [PR] | <input type="checkbox"/> |

Full Name (Last name first, if individual) **Monterey Bay Securities**

Business or Residence Address (Number and Street, City, State, Zip Code)
11 Seascape Village Aptos, CA 95003

Name of Associated Broker or Dealer
Monterey Bay Securities

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) **Breck & Yong Advisors, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)
1110 Iron Point Rd., Suite 100 Folsom, CA 95630

Name of Associated Broker or Dealer
Breck & Yong Advisors

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) **Jonathan Roberts Financial Gro**

Business or Residence Address (Number and Street, City, State, Zip Code)
3550 Buschwood Park Dr., Suite Tampa, FL 33618

Name of Associated Broker or Dealer
Jonathan Roberts Financial Group

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) **Mid-Atlantic Securities, Inc.**

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

308 Andreson Dr., Suite 207 Raleigh, NC 27609

Name of Associated Broker or Dealer **Mid-Atlantic Securities, Inc.**

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) **The Seidler Companies Incorpor**

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

515 South Figueroa St., Suite Los Angeles, CA 90017

Name of Associated Broker or Dealer **The Seidler Companies Incorporated**

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) **Centaurus Financial Group**

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

333 City Blvd., West Suite 201 Orange, CA 92868

Name of Associated Broker or Dealer **Centaurus Financial, Inc.**

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]
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- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) **QA3 Financial Corp.**

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

One Valmont Plaza, 4th Fl. Omaha, NE 68154

Name of Associated Broker or Dealer

QA3 Financial Corp.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [IN] | <input checked="" type="checkbox"/> | [IA] | <input checked="" type="checkbox"/> | [KS] | <input checked="" type="checkbox"/> | [KY] | <input checked="" type="checkbox"/> | [LA] | <input checked="" type="checkbox"/> | [ME] | <input checked="" type="checkbox"/> | [MD] | <input checked="" type="checkbox"/> | [MA] | <input checked="" type="checkbox"/> | [MI] | <input checked="" type="checkbox"/> | [MN] | <input checked="" type="checkbox"/> | [MS] | <input checked="" type="checkbox"/> | [MO] | <input checked="" type="checkbox"/> | [MT] | <input checked="" type="checkbox"/> | [NE] | <input checked="" type="checkbox"/> | [NV] | <input checked="" type="checkbox"/> | [NH] | <input checked="" type="checkbox"/> | [NJ] | <input checked="" type="checkbox"/> | [NM] | <input checked="" type="checkbox"/> | [NY] | <input checked="" type="checkbox"/> | [NC] | <input checked="" type="checkbox"/> | [ND] | <input checked="" type="checkbox"/> | [OH] | <input checked="" type="checkbox"/> | [OK] | <input checked="" type="checkbox"/> | [OR] | <input checked="" type="checkbox"/> | [PA] | <input checked="" type="checkbox"/> | [RI] | <input checked="" type="checkbox"/> | [SC] | <input checked="" type="checkbox"/> | [SD] | <input checked="" type="checkbox"/> | [TN] | <input checked="" type="checkbox"/> | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input checked="" type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input checked="" type="checkbox"/> | [WY] | <input checked="" type="checkbox"/> | [PR] | <input checked="" type="checkbox"/> |

Full Name (Last name first, if individual) **American Investors Company**

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

75 Dublin Blvd., Suite D-169 Dublin, CA 94568

Name of Associated Broker or Dealer

American Investors Company

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [AL] | <input checked="" type="checkbox"/> | [AK] | <input type="checkbox"/> | [AZ] | <input type="checkbox"/> | [AR] | <input checked="" type="checkbox"/> | [CA] | <input checked="" type="checkbox"/> | [CO] | <input checked="" type="checkbox"/> | [CT] | <input checked="" type="checkbox"/> | [DE] | <input checked="" type="checkbox"/> | [DC] | <input checked="" type="checkbox"/> | [FL] | <input type="checkbox"/> | [GA] | <input checked="" type="checkbox"/> | [HI] | <input checked="" type="checkbox"/> | [ID] | <input checked="" type="checkbox"/> | [IL] | <input checked="" type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| [IN] | <input checked="" type="checkbox"/> | [IA] | <input type="checkbox"/> | [KS] | <input type="checkbox"/> | [KY] | <input checked="" type="checkbox"/> | [LA] | <input checked="" type="checkbox"/> | [ME] | <input type="checkbox"/> | [MD] | <input type="checkbox"/> | [MA] | <input checked="" type="checkbox"/> | [MI] | <input type="checkbox"/> | [MN] | <input checked="" type="checkbox"/> | [MS] | <input checked="" type="checkbox"/> | [MO] | <input checked="" type="checkbox"/> | [MT] | <input checked="" type="checkbox"/> | [NE] | <input type="checkbox"/> | [NV] | <input type="checkbox"/> | [NH] | <input checked="" type="checkbox"/> | [NJ] | <input type="checkbox"/> | [NM] | <input checked="" type="checkbox"/> | [NY] | <input checked="" type="checkbox"/> | [NC] | <input checked="" type="checkbox"/> | [ND] | <input type="checkbox"/> | [OH] | <input checked="" type="checkbox"/> | [OK] | <input type="checkbox"/> | [OR] | <input type="checkbox"/> | [PA] | <input checked="" type="checkbox"/> | [RI] | <input type="checkbox"/> | [SC] | <input type="checkbox"/> | [SD] | <input type="checkbox"/> | [TN] | <input type="checkbox"/> | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input type="checkbox"/> | [WY] | <input type="checkbox"/> | [PR] | <input type="checkbox"/> |

Full Name (Last name first, if individual) **C.J.M. Planning Corp.**

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

223 Wanague Avenue Pompton Lakes, NJ 07442

Name of Associated Broker or Dealer

C.J.M. Planning Corp.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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| [AL] | <input checked="" type="checkbox"/> | [AK] | <input checked="" type="checkbox"/> | [AZ] | <input checked="" type="checkbox"/> | [AR] | <input checked="" type="checkbox"/> | [CA] | <input checked="" type="checkbox"/> | [CO] | <input checked="" type="checkbox"/> | [CT] | <input checked="" type="checkbox"/> | [DE] | <input checked="" type="checkbox"/> | [DC] | <input checked="" type="checkbox"/> | [FL] | <input checked="" type="checkbox"/> | [GA] | <input checked="" type="checkbox"/> | [HI] | <input checked="" type="checkbox"/> | [ID] | <input checked="" type="checkbox"/> | [IL] | <input checked="" type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| [IN] | <input checked="" type="checkbox"/> | [IA] | <input checked="" type="checkbox"/> | [KS] | <input checked="" type="checkbox"/> | [KY] | <input checked="" type="checkbox"/> | [LA] | <input checked="" type="checkbox"/> | [ME] | <input checked="" type="checkbox"/> | [MD] | <input checked="" type="checkbox"/> | [MA] | <input checked="" type="checkbox"/> | [MI] | <input checked="" type="checkbox"/> | [MN] | <input checked="" type="checkbox"/> | [MS] | <input checked="" type="checkbox"/> | [MO] | <input checked="" type="checkbox"/> | [MT] | <input checked="" type="checkbox"/> | [NE] | <input checked="" type="checkbox"/> | [NV] | <input checked="" type="checkbox"/> | [NH] | <input checked="" type="checkbox"/> | [NJ] | <input checked="" type="checkbox"/> | [NM] | <input checked="" type="checkbox"/> | [NY] | <input checked="" type="checkbox"/> | [NC] | <input checked="" type="checkbox"/> | [ND] | <input checked="" type="checkbox"/> | [OH] | <input checked="" type="checkbox"/> | [OK] | <input checked="" type="checkbox"/> | [OR] | <input checked="" type="checkbox"/> | [PA] | <input checked="" type="checkbox"/> | [RI] | <input checked="" type="checkbox"/> | [SC] | <input checked="" type="checkbox"/> | [SD] | <input checked="" type="checkbox"/> | [TN] | <input checked="" type="checkbox"/> | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input checked="" type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input checked="" type="checkbox"/> | [WY] | <input checked="" type="checkbox"/> | [PR] | <input checked="" type="checkbox"/> |

Full Name (Last name first, if individual) **United Planners Financial Serv**

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

7333 E. Doubletree Road, Suite Scottsdale, AZ 85258

Name of Associated Broker or Dealer

United Planners Financial Services of America

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

| | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| [AL] | <input checked="" type="checkbox"/> | [AK] | <input checked="" type="checkbox"/> | [AZ] | <input checked="" type="checkbox"/> | [AR] | <input checked="" type="checkbox"/> | [CA] | <input checked="" type="checkbox"/> | [CO] | <input checked="" type="checkbox"/> | [CT] | <input checked="" type="checkbox"/> | [DE] | <input checked="" type="checkbox"/> | [DC] | <input checked="" type="checkbox"/> | [FL] | <input checked="" type="checkbox"/> | [GA] | <input checked="" type="checkbox"/> | [HI] | <input checked="" type="checkbox"/> | [ID] | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| [IL] | <input checked="" type="checkbox"/> | [IN] | <input checked="" type="checkbox"/> | [IA] | <input checked="" type="checkbox"/> | [KS] | <input checked="" type="checkbox"/> | [KY] | <input checked="" type="checkbox"/> | [LA] | <input checked="" type="checkbox"/> | [ME] | <input checked="" type="checkbox"/> | [MD] | <input checked="" type="checkbox"/> | [MA] | <input checked="" type="checkbox"/> | [MI] | <input checked="" type="checkbox"/> | [MN] | <input checked="" type="checkbox"/> | [MS] | <input checked="" type="checkbox"/> | [MO] | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| [MT] | <input checked="" type="checkbox"/> | [NE] | <input checked="" type="checkbox"/> | [NV] | <input checked="" type="checkbox"/> | [NH] | <input checked="" type="checkbox"/> | [NJ] | <input checked="" type="checkbox"/> | [NM] | <input checked="" type="checkbox"/> | [NY] | <input checked="" type="checkbox"/> | [NC] | <input checked="" type="checkbox"/> | [ND] | <input checked="" type="checkbox"/> | [OH] | <input checked="" type="checkbox"/> | [OK] | <input checked="" type="checkbox"/> | [OR] | <input checked="" type="checkbox"/> | [PA] | <input checked="" type="checkbox"/> | |
| [RI] | <input checked="" type="checkbox"/> | [SC] | <input checked="" type="checkbox"/> | [SD] | <input checked="" type="checkbox"/> | [TN] | <input checked="" type="checkbox"/> | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input checked="" type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input checked="" type="checkbox"/> | [WY] | <input checked="" type="checkbox"/> | [PR] | <input checked="" type="checkbox"/> | |

Full Name (Last name first, if individual) **United Heritage Financial Serv**

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

707 East United Heritage Court Meridian, ID 83642

Name of Associated Broker or Dealer

United Heritage Financial Services

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

| | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| [AL] | <input type="checkbox"/> | [AK] | <input checked="" type="checkbox"/> | [AZ] | <input checked="" type="checkbox"/> | [AR] | <input checked="" type="checkbox"/> | [CA] | <input checked="" type="checkbox"/> | [CO] | <input checked="" type="checkbox"/> | [CT] | <input type="checkbox"/> | [DE] | <input type="checkbox"/> | [DC] | <input type="checkbox"/> | [FL] | <input type="checkbox"/> | [GA] | <input type="checkbox"/> | [HI] | <input type="checkbox"/> | [ID] | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| [IL] | <input checked="" type="checkbox"/> | [IN] | <input type="checkbox"/> | [IA] | <input checked="" type="checkbox"/> | [KS] | <input checked="" type="checkbox"/> | [KY] | <input checked="" type="checkbox"/> | [LA] | <input type="checkbox"/> | [ME] | <input checked="" type="checkbox"/> | [MD] | <input type="checkbox"/> | [MA] | <input type="checkbox"/> | [MI] | <input type="checkbox"/> | [MN] | <input type="checkbox"/> | [MS] | <input checked="" type="checkbox"/> | [MO] | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| [MT] | <input checked="" type="checkbox"/> | [NE] | <input checked="" type="checkbox"/> | [NV] | <input checked="" type="checkbox"/> | [NH] | <input type="checkbox"/> | [NJ] | <input type="checkbox"/> | [NM] | <input checked="" type="checkbox"/> | [NY] | <input type="checkbox"/> | [NC] | <input type="checkbox"/> | [ND] | <input type="checkbox"/> | [OH] | <input checked="" type="checkbox"/> | [OK] | <input type="checkbox"/> | [OR] | <input checked="" type="checkbox"/> | [PA] | <input checked="" type="checkbox"/> | |
| [RI] | <input type="checkbox"/> | [SC] | <input type="checkbox"/> | [SD] | <input type="checkbox"/> | [TN] | <input checked="" type="checkbox"/> | [TX] | <input type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input type="checkbox"/> | [WY] | <input type="checkbox"/> | [PR] | <input checked="" type="checkbox"/> | |

Full Name (Last name first, if individual) **Walnut Street Securities, Inc.**

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

400 S. 4th Street, Suite 1000 Saint Louis, MO 63102

Name of Associated Broker or Dealer

Walnut Street Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

| | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| [AL] | <input checked="" type="checkbox"/> | [AK] | <input checked="" type="checkbox"/> | [AZ] | <input checked="" type="checkbox"/> | [AR] | <input checked="" type="checkbox"/> | [CA] | <input checked="" type="checkbox"/> | [CO] | <input checked="" type="checkbox"/> | [CT] | <input checked="" type="checkbox"/> | [DE] | <input checked="" type="checkbox"/> | [DC] | <input checked="" type="checkbox"/> | [FL] | <input checked="" type="checkbox"/> | [GA] | <input checked="" type="checkbox"/> | [HI] | <input checked="" type="checkbox"/> | [ID] | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| [IL] | <input checked="" type="checkbox"/> | [IN] | <input checked="" type="checkbox"/> | [IA] | <input checked="" type="checkbox"/> | [KS] | <input checked="" type="checkbox"/> | [KY] | <input checked="" type="checkbox"/> | [LA] | <input checked="" type="checkbox"/> | [ME] | <input checked="" type="checkbox"/> | [MD] | <input checked="" type="checkbox"/> | [MA] | <input checked="" type="checkbox"/> | [MI] | <input checked="" type="checkbox"/> | [MN] | <input checked="" type="checkbox"/> | [MS] | <input checked="" type="checkbox"/> | [MO] | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| [MT] | <input checked="" type="checkbox"/> | [NE] | <input checked="" type="checkbox"/> | [NV] | <input checked="" type="checkbox"/> | [NH] | <input checked="" type="checkbox"/> | [NJ] | <input checked="" type="checkbox"/> | [NM] | <input checked="" type="checkbox"/> | [NY] | <input checked="" type="checkbox"/> | [NC] | <input checked="" type="checkbox"/> | [ND] | <input checked="" type="checkbox"/> | [OH] | <input checked="" type="checkbox"/> | [OK] | <input checked="" type="checkbox"/> | [OR] | <input checked="" type="checkbox"/> | [PA] | <input checked="" type="checkbox"/> | |
| [RI] | <input checked="" type="checkbox"/> | [SC] | <input checked="" type="checkbox"/> | [SD] | <input checked="" type="checkbox"/> | [TN] | <input checked="" type="checkbox"/> | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input checked="" type="checkbox"/> | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input checked="" type="checkbox"/> | [WY] | <input checked="" type="checkbox"/> | [PR] | <input checked="" type="checkbox"/> | |

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..... | \$ _____ | \$ _____ |
| Equity..... | \$ _____ | \$ _____ |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities(including warrants)..... | \$ _____ | \$ _____ |
| Partnership Interests..... | \$ <u>\$100,000,000.00</u> | \$ <u>\$22,910,104.66</u> |
| Other(Specify _____)..... | \$ _____ | \$ _____ |
| Total..... | \$ <u>\$100,000,000.00</u> | \$ <u>\$22,910,104.66</u> |

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 Dollar Amount of Purchases |
|---|---------------------|--------------------------------------|
| Accredited Investors..... | <u>9</u> | \$ <u>\$22,910,104.66</u> |
| Non-accredited Investors..... | <u>0</u> | \$ <u>\$0.00</u> |
| Total(for filing under Rule 504 only)..... | _____ | \$ _____ |

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 securities | Dollar Amount Sold |
|---------------------|--------------------|--------------------|
| Rule 505..... | _____ | \$ _____ |
| Regulation A..... | _____ | \$ _____ |
| Regulation 504..... | _____ | \$ _____ |
| Total..... | _____ | \$ _____ |

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"/> | <u>\$1,000.00</u> |
| Printing and Engraving Costs..... | <input checked="" type="checkbox"/> | <u>\$0.00</u> |
| Legal Fees..... | <input checked="" type="checkbox"/> | <u>\$4,000.00</u> |
| Accounting Fees..... | <input checked="" type="checkbox"/> | <u>\$0.00</u> |
| Engineering Fees..... | <input checked="" type="checkbox"/> | <u>\$0.00</u> |
| Sales Commissions (specify finders' fees separately)..... | <input checked="" type="checkbox"/> | <u>\$1,000,000.00</u> |
| Other Expenses(Identify)..... | <input checked="" type="checkbox"/> | <u>\$0.00</u> |
| Total..... | <input checked="" type="checkbox"/> | <u>\$1,005,000.00</u> |

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

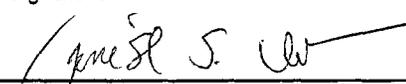
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C- Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 98,995,000.00

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..... | <input checked="" type="checkbox"/> \$ | \$330,000.00 | <input checked="" type="checkbox"/> \$ | \$490,000.00 |
| Purchase of real estate..... | <input checked="" type="checkbox"/> \$ | \$0.00 | <input checked="" type="checkbox"/> \$ | \$0.00 |
| Purchase, rental or leasing and installation of machinery and equipment..... | <input checked="" type="checkbox"/> \$ | 0 | <input checked="" type="checkbox"/> \$ | \$0.00 |
| Construction or leasing of plant buildings and facilities..... | <input checked="" type="checkbox"/> \$ | \$0.00 | <input checked="" type="checkbox"/> \$ | \$0.00 |
| Acquisition of other business (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"/> \$ | \$0.00 | <input checked="" type="checkbox"/> \$ | \$0.00 |
| Repayment of indebtedness..... | <input checked="" type="checkbox"/> \$ | \$0.00 | <input checked="" type="checkbox"/> \$ | \$0.00 |
| working capital..... | <input checked="" type="checkbox"/> \$ | \$98,175,000.00 | <input checked="" type="checkbox"/> \$ | \$0.00 |
| Other(specify): _____ | | | | |
| _____ | <input checked="" type="checkbox"/> \$ | \$0.00 | <input checked="" type="checkbox"/> \$ | \$0.00 |
| Column Totals..... | <input checked="" type="checkbox"/> \$ | \$98,505,000.00 | <input checked="" type="checkbox"/> \$ | \$490,000.00 |
| Total Payments Listed(column totals added)..... | | | <input checked="" type="checkbox"/> \$ | \$ 98,995,000.00 |

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 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) D&A US Treasury Total Return Fund III, L.P | Signature  | Date JAN 15 2004 |
| Name of Signer(Print or Type) Denise Iverson | Title of Signer(Print or Type) Chief Financial Officer | |

ATTENTION

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