

1283357



04011252

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated average burden hours per response.....	1



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

Handwritten signature/initials

SEC USE ONLY	
Prefix	
DATE RECEIVED	

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

Wilshire Alabama Partners, L.L.C.

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

PROCESSED

1. Enter the information requested about the issuer

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

Wilshire Alabama Partners, L.L.C.

MAR 11 2004

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) THOMSON FINANCIAL

Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business: An Alabama certified capital company (CAPCO) selling investment notes in the company to insurance companies and makes investments in early staged businesses.

Type of Business Organization: corporation, limited partnership, other (please specify): limited liability company

Actual or Estimated Date of Incorporation or Organization: June 2002 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: AL)

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. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

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)

Sloane, Barry Managing Member

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

462 7th Avenue, 14th Floor, New York, NY 10018

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

Full Name (Last name first, if individual)

Rubin, Jeffrey G. Manager

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

100 Quentin Roosevelt Blvd., Suite 408, Garden City, NY 11530

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

Full Name (Last name first, if individual)

Wasserman, Brian A. Manager

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

100 Quentin Roosevelt Blvd., Suite 408, Garden City, NY 11530

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

Full Name (Last name first, if individual)

Sellers, Doug Manager

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

250 Commerce Street Montgomery, Alabama 36104

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

Full Name (Last name first, if individual)

Harris, Thomas Manager

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

250 Commerce Street Montgomery, Alabama 36104

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

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?..... \$ 201,559.45

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 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)

NEWTEK SECURITIES L.L.C.

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

462 7th Avenue, 14th Floor, New York, NY 10018

Name of Associated Broker or Dealer

NEWTEK SECURITIES L.L.C.

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] [~~IA~~] [IA] [KS] [KY] [LA] [ME] [MD] [~~MA~~] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [~~NJ~~] [NM] [~~NY~~] [NC] [ND] [OH] [OK] [OR] [~~PA~~]
[RJ] [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]
[RJ] [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]
[RJ] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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.....(with warrants attached).....	\$	\$
Equity.....	<u>\$100,000,000</u>	<u>\$ 11,488,888.89</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify).....	\$ _____	\$ _____
Total.....	<u>\$100,000,000</u>	<u>\$11,488,888.89</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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>9</u>	<u>\$11,488,888.89</u>
Non-accredited Investors.....	_____	\$ _____
Total (for filings 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 Security	Dollar Amount Sold
Rule 505.....	_____	_____
Regulation A.....	_____	_____
Rule 504.....	_____	_____
Total.....	<u>NONE</u>	<u>NONE</u>

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 know, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input checked="" type="checkbox"/> \$ <u>3,000</u>
Printing and Engraving Costs.....	<input checked="" type="checkbox"/> \$ <u>15,000</u>
Legal Fees.....	<input checked="" type="checkbox"/> \$ <u>117,500</u>
Accounting Fees.....	<input checked="" type="checkbox"/> \$ <u>15,000</u>
Engineering Fees.....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/> \$ _____
Other Expenses (identify) <u>Placement Agent Expenses</u>	<input checked="" type="checkbox"/> \$ <u>71,805.56</u>
Total	<input checked="" type="checkbox"/> \$ <u>222,305.56</u>

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

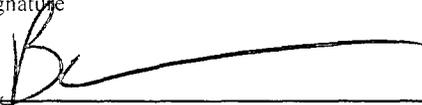
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."..... \$11,266,583.33

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes known. 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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital (and investments).....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$4,535,575.33
Other (specify): <u>Debt Enhancement</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$6,731,008.00
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$11,266,583.33
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$11,266,583.33	

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) WILSHIRE ALABAMA PARTNERS, L.L.C.	Signature 	Date <u>3/1/04</u>
Name of Signor (Print or Type) BARRY SLOANE	Title of Signor (Print or Type) Managing Member	

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

E. STATE SIGNATURE

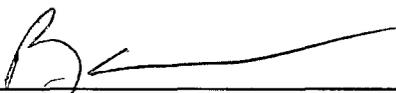
1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?..... Yes No

2. The undersigned issuer hereby undertakes to furnish to any state administrators of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such time as required by state law.

3. The undersigned issuer hereby undertakes to furnish to any 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) WILSHIRE ALABAMA PARTNERS, L.L.C.	Signature 	Date 3/1/09
Name of Signor (Print or Type) BARRY SLOANE	Title of Signor (Print or Type) MANAGING MEMBER	

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	promissory note \$100,000,000	1	\$705,458.09				X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN		X	promissory note \$100,000,000	2	\$604,678.36				X
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	promissory note \$100,000,000	1	\$2,015,594.54				X
MI									
MN									
MS									
MO									

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
MT									
NE									
NV									
NH									
NJ		x	promissory note \$100,000,000	1	\$3,023,391.81				x
NM									
NY		x	promissory note \$100,000,000	2	\$3,628,070.17				x
NC									
ND									
OH									
OK									
OR									
PA		x	promissory note \$100,000,000	2	\$1,511,695.91				x
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									