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

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

FORM D



04021942

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.)

2002 Private Offering

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.)

Traverse Mountain Funding LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)
4650 SW Macadam Ave., Suite 100, Portland, OR 97239

Telephone Number (Including Area Code)
503 972-1500

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

Telephone Number (Including Area Code)

Brief Description of Business

Real estate finance

Type of Business Organization

corporation limited partnership, already formed

other (please specify): Delaware Limited Liability Company

business trust limited partnership, to be found

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
0 8 0 2

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E)
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501, et seq., or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with the 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.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promotor 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: Promotor Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Private Investors Corporation

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

4650 SW Macadam, Suite 100, Portland, Oregon 97239

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

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Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 100,000
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 area 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)

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]

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

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

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

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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 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.....	\$ _____	\$ _____
Other (Specify: <u>LLC membership interests</u>)	\$ 20,000,000	\$ 15,335,000

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 Purchase
Accredited Investors	59	\$ 15,335,000
Non-accredited Investors	0	\$ 0
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	_____	\$ _____

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

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.”

\$ 20,000,000

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 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 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 type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): <u>loan to real estate development project</u>				
_____	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>20,000,000</u>
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ <u>20,000,000</u>		

I

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) Traverse Mountain Funding LLC	Signature 	Date 3/31/2004
Name of Signer (Print or Type) David C. Hock	Title of Signer (Print or Type) Senior Vice President, Private Investors Corp., Manager	

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Traverse Mountain Funding LLC	Signature 	Date 3/31/2004
Name of Signer (Print or Type) David C. Hock	Title (Print or Type) Senior Vice President, Private Investors Corp., Manager	

Instruction:

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

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B – Item 1)		3 Type of security and aggregate offering price offered in State (Part C – Item 1)	4 Type of investor and amount purchased in State (Part C – Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Membership Interests \$	22	\$	0	0		X
CO		X	Membership Interests \$	8	\$	0	0		X
CT									
DE									
DC									
FL		X	Membership Interests \$	2	\$	0	0		X
GA		X	Membership Interests \$	3	\$	0	0		X
HI		X	Membership Interests \$	1	\$	0	0		X
ID									
IL		X	Membership Interests \$	4	\$	0	0		X
IN									
IA									
KS									
KY									
LA									
MA		X	Membership Interests \$	3	\$	0	0		X
MD									
ME									
MI									
MN									
MO									
MS		X	Membership Interests \$	1	\$	0	0		X

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		X	Membership Interests \$	1	\$	0	0		X
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR		X	Membership Interests \$	5	\$	0	0		X
PA		X	Membership Interests \$	6	\$	0	0		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	Membership Interests \$	2	\$	0	0		X
WA									
WV									
WI									
WY		X	Membership Interests \$	1	\$	0	0		X
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Traverse Mountain Funding LLC, a limited liability company organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to: Gregory L. Powell, 601 S.W. Second Street, Suite 1800, Portland, Oregon, 97204

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

- | | | | | | |
|--|--|---|--|---|---|
| <input type="checkbox"/> Alabama | Secretary of State | <input type="checkbox"/> Kentucky | Director, Division of Securities | <input type="checkbox"/> Ohio | Secretary of State |
| <input type="checkbox"/> Alaska | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input type="checkbox"/> Louisiana | Commissioner of Securities | <input type="checkbox"/> Oregon | Director, Department of Insurance and Finance |
| <input type="checkbox"/> Arizona | The Corporation Commission | <input type="checkbox"/> Maine | Administrator, Securities Division | <input type="checkbox"/> Oklahoma | Securities Administrator |
| <input type="checkbox"/> Arkansas | The Securities Commissioner | <input type="checkbox"/> Maryland | Commissioner of the Division of Securities | ***Pennsylvania | |
| <input checked="" type="checkbox"/> California | Commissioner of Corporations | <input checked="" type="checkbox"/> Massachusetts | Secretary of State | Pennsylvania does not require filing of a Consent to Service of Process | |
| <input type="checkbox"/> Colorado | Securities Commissioner | <input type="checkbox"/> Michigan | Administrator, Corporation and Securities Bureau, Department of Commerce | <input type="checkbox"/> Puerto Rico | Commissioner of Financial Institutions |
| <input type="checkbox"/> Connecticut | Banking Commissioner | <input type="checkbox"/> Minnesota | Commissioner of Commerce | <input type="checkbox"/> Rhode Island | Director of Business Regulation |
| <input type="checkbox"/> Delaware | Securities Commissioner | <input type="checkbox"/> Mississippi | Secretary of State | <input type="checkbox"/> South Carolina | Secretary of State |
| <input type="checkbox"/> District of Columbia | Public Service Commission | <input type="checkbox"/> Missouri | Securities Commissioner | <input type="checkbox"/> South Dakota | Director of the Division of Securities |
| <input type="checkbox"/> Florida | Department of Banking and Finance | <input type="checkbox"/> Montana | State Auditor and Commissioner of Insurance | <input type="checkbox"/> Tennessee | Commissioner of Commerce and Insurance |
| <input type="checkbox"/> Georgia | Commissioner of Securities | <input type="checkbox"/> Nebraska | Director of Banking and Finance | <input type="checkbox"/> Texas | Securities Commissioner |
| | | <input type="checkbox"/> Nevada | Secretary of State | <input type="checkbox"/> Utah | Director, Division of Securities |
| | | <input type="checkbox"/> New Hampshire | Secretary of State | | |

<input type="checkbox"/> Guam	Administrator, Department of Finance	<input type="checkbox"/> New Jersey	Chief, Securities Bureau	<input type="checkbox"/> Vermont	Secretary of State
<input checked="" type="checkbox"/> Hawaii	Commissioner of Securities	<input type="checkbox"/> New Mexico	Director, Securities Division	<input checked="" type="checkbox"/> Virginia	Clerk, State Corporation Commission
<input type="checkbox"/> Idaho	Director, Department of Finance	<input type="checkbox"/> New York	Secretary of State	<input type="checkbox"/> Washington	Director of the Department of Licensing
<input type="checkbox"/> Illinois	Secretary of State	<input type="checkbox"/> North Carolina	Secretary of State	<input type="checkbox"/> West Virginia	Commissioner of Securities
<input type="checkbox"/> Indiana	Secretary of State	<input type="checkbox"/> North Dakota	Securities Commissioner	<input type="checkbox"/> Wisconsin	Commissioner of Securities
<input type="checkbox"/> Iowa	Commissioner of Insurance	<input type="checkbox"/> Wyoming			Secretary of State
<input type="checkbox"/> Kansas	Secretary of State				

Dated this second day of April, 2004.

TRAVERSE MOUNTAIN FUNDING, LLC

By: 
 Its: David C. Hock

CORPORATE ACKNOWLEDGMENT

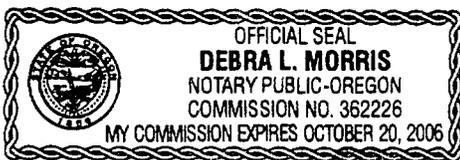
STATE OF Oregon)
) ss.
 COUNTY OF Multnomah)

I certify that I know or have satisfactory evidence that DAVID C. HOCK is the person who appeared before me, and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as the Uniform Corporate Resolution of Traverse Mountain Funding, LLC, a Delaware limited liability company, to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.

Dated this second day of April, 2004.


 (Signature of Notary)

Debra L. Morris
 (Legibly Print or Stamp Name of Notary)



Notary public in and for the State of Oregon, residing at Portland, OR
 My appointment expires October 20, 2006.

Form U-2A

Uniform Corporate Resolution

Uniform Form of Corporate Resolution of

Traverse Mountain Funding, LLC

(Name of Corporation)

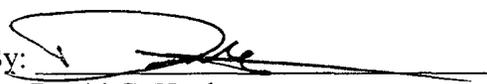
RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the Manager is hereby authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said Manager is hereby authorized to perform on behalf of this Corporation any and all such acts as it deems necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by Manager of any such paper or document or the doing by it of any act in connection with the foregoing matters shall conclusively establish its authority from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the Senior Vice President of Private Investors Corporation, an Oregon corporation and the Manager of Traverse Mountain Funding, LLC, a limited liability company organized and existing under the laws of the State of Delaware; that the foregoing is a true and correct copy of a resolution duly adopted by the Manager of said corporation on the 31st day of March, 2004; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this Second day of April, 2004.

Private Investors Corporation, as Manager of Traverse Mountain Funding, LLC

By: 

Its: David C. Hock