

FORM D



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

Table with OMB APPROVAL header, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 16.00



Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
Jacobson Holding Co.: Common Stock; Common Stock Warrants
Jacobson Acquisition Co.: Notes for Term A Loans, Term B Loans and Revolving Loans; Senior Subordinated Promissory Notes
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [X] ULOE
Type of Filing: [X] New Filing [] Amendment

PROCESSED

JUN 03 2004

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.)
Jacobson Holding Co. (hereinafter referred to as "Parent"); Jacobson Acquisition Co. (hereinafter referred to as "Borrower")

THOMSON FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code)
3811 Dixon Street, Des Moines, Iowa 50313

Telephone Number (Including Area Code)
(515) 265-6171

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

Parent is the holding company and 100% owner of Borrower, which in turn is the holding company and 100% owner of Jacobson Warehouse Company, Inc. ("JWC") and Jacobson Transportation Company, Inc. ("JTC"), which are engaged in warehousing and transportation of third-party goods.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month [0]3 Year [0]4 [X] Actual [] Estimated

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

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 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:

- 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 issuer.

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

Full Name (Last name first, if individual)
Norwest Equity Partners VI, LP (Beneficial owner of Parent)

Business or Residence Address (Number and Street, City, State, Zip Code)
3600 IDS Center, 80 South 8th Street, Minneapolis, Minnesota 55402

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

Full Name (Last name first, if individual)
Norwest Equity Partners VII, LP (Beneficial owner of Parent)

Business or Residence Address (Number and Street, City, State, Zip Code)
3600 IDS Center, 80 South 8th Street, Minneapolis, Minnesota 55402

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

Full Name (Last name first, if individual)
Jacobson Warehouse Company Employee Stock Ownership Plan and Trust (Beneficial owner of Parent)

Business or Residence Address (Number and Street, City, State, Zip Code)
P.O. Box 224, Des Moines, Iowa 50301

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

Full Name (Last name first, if individual)
Thomson, John L. (Director of Parent and Borrower)

Business or Residence Address (Number and Street, City, State, Zip Code)
3600 IDS Center, 80 South 8th Street, Minneapolis, Minnesota 55402

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

Full Name (Last name first, if individual)
Torgerson, Erik M. (Director of Parent and Borrower)

Business or Residence Address (Number and Street, City, State, Zip Code)
3600 IDS Center, 80 South 8th Street, Minneapolis, Minnesota 55402

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

Full Name (Last name first, if individual)
Petermeier, Craig A. (Director and Officer of Parent and Borrower)

Business or Residence Address (Number and Street, City, State, Zip Code)
3811 Dixon Street, Des Moines, Iowa 50313

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

Full Name (Last name first, if individual)
Richard O. Jacobson (Director of Parent and Borrower)

Business or Residence Address (Number and Street, City, State, Zip Code)
3811 Dixon Street, Des Moines, Iowa 50313

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

Full Name (Last name first, if individual)
John H. McGarvey (Director of Parent and Borrower)

Business or Residence Address (Number and Street, City, State, Zip Code)
520 Walnut Street, Suite 500, Des Moines, Iowa 50309

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

Full Name (Last name first, if individual)

Ingle, Jack C. (Officer of Parent and Borrower)

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

3811 Dixon Street, Des Moines, Iowa 50313

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

Full Name (Last name first, if individual)

Jacobson Holding Co. (Beneficial owner of Borrower)

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

3811 Dixon Street, Des Moines, Iowa 50313

(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? \$ 0-

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.

Full Name (Last name first, if individual)
 N/A

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 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 (of Borrower) ¹	\$ 52,370,409	\$ 52,370,409
Equity (of Parent) ²	\$ 50,804,591	\$ 50,804,591
[X] Common [] Preferred		
Convertible Securities (including warrants) ³	\$ See footnote 3	\$ See footnote 3
Partnership Interests	\$ -0-	\$ -0-
Other (Specify _____)	\$ -0-	\$ -0-
Total	\$ 103,175,000	\$ 103,175,000

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 Purchases
Accredited Investors	18	\$ 103,175,000
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, 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	N/A	\$ N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

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"/>	\$ -0-
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ -0-

¹ The amount set forth in these columns includes, among other things, \$11,000,000 of Notes for Revolving Loans, under which Borrower has borrowed only \$671,661. Additionally, while \$17,000,000 worth of Senior Subordinated Promissory Notes were issued by Borrower, \$629,591 of this amount is included as Equity rather than Debt because a Warrant to purchase Common Stock of Jacobson Holding Co. in an amount equal to \$629,591 was issued in connection with the issuance of the Senior Subordinated Promissory Notes for no additional consideration.

² All equity securities (Common Stock and Warrants to purchase Common Stock) were issued by Parent. Parent received \$41,511,411 in cash in respect of the issuance of the Common Stock. In addition, \$6,322,706 was paid in the form of shares of common stock, \$0.08 par value, of JWC and \$2,340,882 was paid in the form of shares of common stock, \$0.25 par value, of JTC and such JWC and JTC common stock was contributed by Parent, along with the cash proceeds from the sale of Common Stock of Parent, to Borrower to facilitate and finance Borrower's acquisition of 100% of the common stock of both JWC and JTC. Additionally, Parent issued to Norwest Equity Partners VI, LP and Norwest Equity Partners VII, LP Warrants to purchase shares of Common Stock of Parent in an aggregate amount of \$10,700,000 for no additional consideration upon the happening of certain events, including the payment of certain amounts. Parent issued a Warrant to purchase Common Stock of Parent in an amount equal to \$629,591 in connection with the issuance of Senior Subordinated Promissory Notes for no additional consideration.

³ See footnotes 1 and 2 above for a description of Warrants issued to Norwest Equity Partners VI, LP, Norwest Equity Partners VII, LP and Norwest Mezzanine Partners I, LP.

Legal Fees	[X]	\$	<u>760,000</u>
Accounting Fees	[X]	\$	<u>80,000</u>
Engineering Fees	[X]	\$	<u>-0-</u>
Sales Commissions (Specify finders' fees separately)	[X]	\$	<u>-0-</u>
Other Expenses (identify) ⁴	[X]	\$	<u>1,796,000</u>
Total	[X]	\$	<u>2,636,000</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"..... **\$100,539,000**

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 (See footnote 4)	[X]	\$	<u>-0-</u>	[X]	\$ <u>-0-</u>
Purchase of real estate	[X]	\$	<u>-0-</u>	[X]	\$ <u>-0-</u>
Purchase, rental or leasing and installation of machinery and equipment	[X]	\$	<u>-0-</u>	[X]	\$ <u>-0-</u>
Construction or leasing of plant buildings and facilities	[X]	\$	<u>-0-</u>	[X]	\$ <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) ⁵	[X]	\$	<u>26,246,700⁶</u>	[X]	\$ <u>65,998,000</u>
Repayment of indebtedness	[X]	\$	<u>-0-</u>	[X]	\$ <u>-0-</u>
Working capital ⁷	[X]	\$	<u>-0-</u>	[X]	\$ <u>8,294,300</u>
Other (specify):					
.....	[X]	\$	<u>-0-</u>	[X]	\$ <u>-0-</u>
Column Totals	[X]	\$	<u>26,246,700</u>	[X]	\$ <u>74,292,300</u>
Total Payments Listed (column totals added).....	[X]	\$	<u>100,539,000</u>		

⁴ Commitment and other fees and expenses of lenders and miscellaneous other expenses. \$275,000 of such other expenses were paid to Norwest Equity Partners VI, LP and Norwest Equity Partners VII, LP. \$388,000 of such other expenses were paid to Norwest Mezzanine Partners I, LP, an affiliate of Norwest Equity Partners VI, LP and Norwest Equity Partners VII, LP, and thereby an affiliate of Parent, as a commitment fee and to reimburse Norwest Mezzanine Partners I, LP for out-of-pocket expenses related to the subordinated debt financing.

⁵ Includes contingent purchase price amounts and holdback amounts for purposes of certain post-closing purchase price adjustments, sale-related expenses of the sellers of JWC and JTC stock, and acquisition expenses of Borrower, including, but not limited to, investment banking fees, due diligence fees for miscellaneous consultants, legal fees, and financial due diligence.

⁶ This amount includes the price paid by Borrower for stock of JWC and JTC previously held by certain directors and officers of Borrower. This amount also includes approximately \$40,000 paid to Norwest Venture Capital Management, an affiliate of Norwest Equity Partners VI, LP and Norwest Equity Partners VII, LP, and thereby an affiliate of Parent, to reimburse Norwest Venture Capital Management for expenses related to the acquisition of JWC and JTC. See footnote 2 for certain contributions made by Parent to Borrower.

⁷ Includes available credit under the Notes for Revolving Loans.

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) Jacobson Holding Co. Jacobson Acquisition Co.	Signature 	Date 5/17/08
Name of Signer (Print or Type) Craig A. Petermeier	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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