SEC 1972 (6-02)

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.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

RECEIVED

FORM D

SEC USE ONLY Prefix Serial DATE RECEIVED

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden hours per response.. . 1

Expires: May 31, 2005

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

| Filing Under (Check box(es) th | at apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) | []ULOE |
|--|--|---------------|
| Type of Filing: [] New Filing | [X] Amendment | PROCESS |
| | A. BASIC IDENTIFICATION DATA | CEP 2 % 20 |
| Enter the information reques | sted about the issuer | THOMSO |
| Name of Issuer ([] check if the Second City Capital Partners I, | is is an amendment and name has changed, and indicate change.) Limited Partnership | FINANCIA |
| | No. and Street, City, State, Zip Code) 7 Telephone No. (Including 102 Bellingham, Washington 93226 (604) 687-3707 | ng Area Code) |
| Address of Principal Business (if different from Executive Offi | Operations (No. and Street, City, State, Zip Code) Telephone No. (Includinces) | ng Area Code) |
| Brief Description of Business | Private investment fund | |
| Type of Business Organization | | |
| [] corporation | [X] limited partnership, already formed [] other (please specify): | |
| [] business trust | [] limited partnership, to be formed | |
| | Month Year | |
| | | |

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 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 in the notice constitutes a part of this notice and must be completed.

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 [X] General and/or Managing Partner |
|--|
| Full Name (Last name first, if individual) SCCP, L.P. (general partner of the Issuer) |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4152 Meridian Street, #105 – 1002 Bellingham, WA 98226 |
| Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [X] General and/or Managing Partner |
| Full Name (Last name first, if individual) Second City General Partner, Inc. (general partner of SCCP, L.P.) |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4152 Meridian Street, #105 – 1002 Bellingham, WA 98226 |
| Check Box(es) that Apply: [X] Promoter [] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) Belzberg, Samuel |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4152 Meridian Street, #105 – 1002 Bellingham, WA 98226 |
| Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) Zelnick, Strauss |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4152 Meridian Street, #105 – 1002 Bellingham, WA 98226 |
| Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) Maron, David |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4152 Meridian Street, #105 – 1002 Bellingham, WA 98226 |
| Check Box(es) that Apply: [X] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) Ciampi, Johnny |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4152 Meridian Street, #105 – 1002 Bellingham, WA 98226 |
| Check Box(es) that Apply: [X] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) Wallace, Christopher S. |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4152 Meridian Street, #105 – 1002 Bellingham, WA 98226 |

| Check Box(es) that Apply: | [X] Promoter | [] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
|--|-----------------|----------------------------|------------------------------|--|
| Full Name (Last name first, | if individual) | South, Jeremy | 7 | |
| Business or Residence Add | ress (Number an | d Street, City, State, Zi | p Code) 4152 Meridi a | n Street, #105 – 1002 Bellingham, WA 98226 |
| Check Box(es) that Apply: | [] Promoter | [X] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name first, | if individual) | First Nava Ca | pital Ltd. | |
| Business or Residence Add Michael, Barbados | ress (Number an | d Street, City, State, Zi | p Code) Lauriston Ho | use, Suite 101, Lower Collymore Rock, St. |
| Check Box(es) that Apply: | [] Promoter | [X] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name first, i | f individual) | The C.O.U.Q. | Foundation, Inc. | |
| Business or Residence Addr Islands 00802 | ess (Number an | d Street, City, State, Zi | o Code) 6100 Red Hoo | ok Quarter, Suite B-3, St. Thomas, U.S. Virgin |
| Check Box(es) that Apply: | [] Promoter | [X] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name first, i | f individual) | YHS, LLC | | |
| Business or Residence Addr Islands 00802 | ess (Number and | d Street, City, State, Zip | Code) 6100 Red Hoo | k Quarter, Suite B-3, St. Thomas, U.S. Virgin |
| Check Box(es) that Apply: | [] Promoter | [X] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name first, it | f individual) | Darren Indyke | | |
| Business or Residence Addr 10022 | ess (Number and | d Street, City, State, Zip | Code) The Villard H | ouse, 457 Madison Avenue, New York, NY |
| | (Use blank | sheet, or copy and us | e additional copies of th | nis sheet, as necessary.) |

{2228/01/00095398.DOC; 1}

| | | | | | В. І | NFORM | ATION A | BOUT C | FFERIN | G | | | | |
|--------------------------|---|--|-------------------------------------|--------------------------------------|---|--|--|--|---|--------------------------------------|--|----------------|--------------------------------|---|
| 1. Ha | s the issu | ıer sold, | or does t | he issuel | intend to | sell, to r | non-accre | dited inve | stors in th | is offering |]? | | Yes [] | No [X] |
| | | | , | · An | swer also | in Apper | dix, Colu | mn 2, if fil | ina under | ULOE. | | | . , | |
| 2. Wł | nat is the | minimum | investm | | | | | dividual?. | | | | | | s at the al partner's |
| 3. Do | es the of | ering per | mit joint | ownershi | p of a sin | gle unit?. | | | | | | | Yes [X] | No [] |
| comm offerir and/o | nission or ng. If a pe r with a s | similar re erson to b tate or st | emunera e listed i ates, list | tion for so s an asso the name | olicitation ociated pe e of the b | of purcha erson or a roker or c | asers in c agent of a lealer. If r | onnection broker or nore than | with sale dealer re five (5) pe | s of secu gistered v ersons to | or indirect rities in the with the SE be listed a dealer on | e EC are | | |
| Full N | ame (Las | st name f | irst, if ind | lividual) | | | | | *************************************** | ` | | | | |
| Busin | ess or Re | sidence | Address | (Number | and Stre | et, City, S | State, Zip | Code) | ere territorio de la compresa e e e e e e e e e e e e e e e e e e | ···· | | | | |
| Name | of Assoc | iated Bro | ker or D | ealer | | | | | | | | | | |
| | | | | | ted or Inte | | olicit Purc | chasers | | [|] All States | · | ekilik ingelak kengapaka belan | terdidikko-minanananananananananananananananananana |
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| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [M!] | [MN] | [MS] | [MO] | | |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [MM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | | |
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| Full N | ame (Las | t name fi | rst, if ind | ividual) | *************************************** | ************************************** | ************************************** | | | | | | | *************************************** |
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| Name | of Assoc | iated Bro | ker or De | ealer | ************************************** | | nace excession and the Milliotenia | d Michigan I and I and a second and a second | | | | | | *************************************** |
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| 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. Aggregate Amount Aiready Type of Security Offering Price Sold Debt Equity [] Common [] Preferred Convertible Securities (including warrants) Partnership Interests \$53,750,000 \$53,750,000* Other Total \$53,750,000 \$53,750,000* Answer also in Appendix, Column 3, if filing under ULOE. *Includes limited partnership interests that investors have purchased and irrevocably committed to purchase. 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." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors 28 \$53,750,000 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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering 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. Other Expenses [X] \$ 5,000

| b. Enter the difference between the aggregate offering price given in response to Part C - Question | |
|---|--------------|
| 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the | \$53,714,000 |
| "adjusted gross proceeds to the issuer." | |

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 (management fee to general partner) | []\$706,875 | []\$ |
| Purchase of real estate | []\$ | _ []\$ |
| Purchase, rental or leasing and installation of machinery and equipment | []\$ | []\$ |
| Construction or leasing of plant buildings and facilities | []\$ | []\$ |
| 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) | | []\$ |
| Repayment of indebtedness | []\$ | []\$ |
| Working capital | []\$ | []\$53,007,125 |
| Other | | |
| Column Totals | [] \$706,875 | []\$53,007,125 |
| Total Payments Listed (column totals added) | . [1\$ | 53,714,000 |

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) | Signatu <u>re</u> Date | | | | |
|---|--|------|--|--|--|
| Second City Capital Partners I, Limited Partnership | Sept. 10, | 2004 | | | |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| Johnny Ciampi | Secretary and Treasurer of Second City General Partner, Inc., signing on behalf of SCCP, L.P. as general partner of the Issuer | | | | |

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? Not applicable | · 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. Not applicable
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. Not applicable
- 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. **Not applicable**

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) | Signature | Date · |
|---|--|----------------|
| Second City Capital Partners I, Limited Partnership | /s/ Johnny Ciampi | Sept. 10, 2004 |
| Name of Signer (Print or Type) | Title (Print or Type) | |
| Johnny Ciampi | Secretary and Treasurer of Second City Genesigning on behalf of SCCP, L.P. as general pa | |

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 |
|-------|---|---|--|--|--|--|--|--|------------|
| | to r accre inves | to sell non- edited tors in ate | Type of security and aggregate offering price offered in state | The Assaulta Martine and the Conference of the C | Type of i | under S (if ye expla | Disqualification under State ULOE (if yes, attach explanation of waiver granted) | | |
| | | -Item 1) | (Part C-Item 1) | | amount purd (Part 0 | (Part E-Item 1) | | | |
| | | A Basic Materials and Company of | | Number of Accredited | marina anus emen i marina na m | Number of Non- Accredited | n chiaf ffiliado a foi caste de acusta d | | |
| State | Yes | No | | Investors | Amount | Investors | Amount | Yes | No |
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| AK | | | | | nys, ar aphaeogaph (rhad critica content or algorithment content de ses perces respects for | | | <u> </u> | |
| AZ | | X | Interests | 5 | \$750,000 | 0 | | Not | applicable |
| AR | | | | | | <u> </u> | | | |
| CA | | X | Interests | 2 | \$3,000,000 | 0 | | · | applicable |
| co | | X | Interests | 4 | \$2,500,000 | 0 | | ~}~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~ | applicable |
| СТ | | X | Interests | 3 | \$1,500,000 | 0 | | Not | applicable |
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| IL IN | | X | Interests | 1 | \$3,000,000 | 0 | | Not | applicable |
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| VI* | X | Interests | 2 | \$30,000,000 | 0 | | Not | applicable |

^{*}U.S. Virgin Islands

SOURCE:

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002