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



PROCESSED

DEC 29 2004

THOMSON  
FINANCIAL

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.)

COMMON UNITS OFFERING OF PORT SECURITY INTERNATIONAL LLC

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.)

**Port Security International LLC (the "Company")**

Address of Executive Offices (Number and Street, City, State, Zip Code)  
6549 Fain Blvd,  
N. Charleston, SC 29407

Telephone Number (including Area Code)  
843-377-1283

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

Port Security International, LLC is engaged in the business of scanning imported and exported cargo through multiple technology platforms, and adding security in the shipping process.

Type of Business Organization

- corporation                       limited partnership, already formed     Limited Liability Company, newly formed  
 business trust                       limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:    [1][2][0][3]                       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.**

SEC 1972 (6-02)

Persons who 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.

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. \*1
- 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

Full Name (Last name first, if individual)

McLERNON, Lawrence A.

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

Port Security International LLC, 6549 Fain Blvd, N. Charleston, SC 29406

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General

Full Name (Last name first, if individual)

PLANTY, Ambassador Donald J.

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

Port Security International LLC, 6549 Fain Blvd, N. Charleston, SC 29406

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General

Full Name (Last name first, if individual)

LUSK, Peter A.

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

Port Security International LLC, 6549 Fain Blvd, N. Charleston, SC 29406

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General

Full Name (Last name first, if individual)

AMIRI, Ariane

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

Port Security International LLC, 6549 Fain Blvd, N. Charleston, SC 29406

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General

Full Name (Last name first, if individual)

McCOY, Michael R.

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

Port Security International LLC, 6549 Fain Blvd, N. Charleston, SC 29406

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General

Full Name (Last name first, if individual)

LI, Lilian K.

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

Port Security International LLC, 6549 Fain Blvd, N. Charleston, SC 29406

1 For purposes of this Form D, "beneficial owner" means the Member who has and holds more than 50% (majority in interest) of the total issued Units.

**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?	<input checked="" type="checkbox"/>	[✓]

Answer also in Appendix, Column 2. if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?	<u>\$20,000.18 - minimum aggregate purchase of 6,826 Common Units, up to a maximum of 34,130 Common Units per investor (\$100,000.90)</u>
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3. Does the offering permit joint ownership of a single unit?	Yes	No
	[✓]	<input type="checkbox"/>

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. It 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.

NONE

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] |

**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 the 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	Maximum Offering Price	Total Initial Capital Contributed
Debt .....	\$ <u>0</u>	\$ <u>0</u>
Equity .....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common		
<input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests .....	\$ <u>0</u>	\$ <u>0</u>
<b>Other:</b>		
(i) COMMON UNITS: 2,046,560 Common Units (the "Units"), offered and sold in this Offering, valued at a purchase price of \$2.93 per Unit <sup>2/</sup> of the Company's Common Units ("Common Units").		
(ii) UNITS: At the purchase price of \$3.15 per unit, an additional issuance of 31,800 units in payment of a \$100,000 unsecured Promissory Note (\$100,170), and 5,900 units in payment for each of two \$50,000 unsecured Promissory Notes (\$37,170) .....	\$ <u>3,500,022.70</u> 3/	\$ <u>612,560.16</u>
	\$ <u>1,137,340.00</u>	\$ <u>1,137,340.00</u>
Total.....	\$ <u>4,637,362.70</u>	\$ <u>1,749,900.16</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 Members	Aggregate Dollar Amount of Purchased Common Units
Accredited Investors .....	<u>19</u>	\$ <u>1,749,900.16</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

<sup>2/</sup>The offered Common Units are valued at \$2.93 per share, based on a Company valuation of \$5,000,000.

<sup>3</sup> The Company has the right to sell additional Common Units up to \$2,500,022 worth. Therefore, the "maximum offering price" includes the maximum amount in this Offering of \$1,000,000.20 and the proposed additional amount of \$2,500,022.00, upon the Company's decision to sell additional Common Units as part of this Offering.

**OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

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, 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 Security	Capital Contributions
Type of Offering.....		
Rule 505.....	<u>0</u>	\$ <u>0</u>
Regulation A.....	<u>0</u>	\$ <u>0</u>
Rule 504.....	<u>0</u>	\$ <u>0</u>
Total.....	<u>0</u>	\$ <u>0</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 insurer. 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 of Agent's Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>0</u>
Leal Fees.....	<input checked="" type="checkbox"/>	\$ <u>30,000</u>
Accounting Fees and related expenses.....	<input checked="" type="checkbox"/>	\$ <u>10,000</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify).....	<input type="checkbox"/>	\$ <u>0</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>40,000</u>

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." .....

EXPENSES PAID OUT OF  
AVAILABLE CAPITAL

**OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

5. Indicate below the amount of the adjusted gross proceed 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 (Estimated)		Payments to Others (Estimated)
Salaries and fees .....	<input checked="" type="checkbox"/>	\$	<u>410,000</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase of real estate .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>252,000</u>
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$ <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) .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Repayment of indebtedness .....	<input type="checkbox"/>	\$	<u>137,340</u>	<input type="checkbox"/>	\$ <u>0</u>
Working capital and other operating and capital expenditures .....	<input type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>748,000</u>
Other (specify): .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Column Totals .....	<input checked="" type="checkbox"/>	\$	<u>547,340</u>	<input checked="" type="checkbox"/>	\$ <u>590,000</u>
Total Payments Listed (column totals added)* .....			<input checked="" type="checkbox"/> \$ <u>1,137,340</u>		

**\* The estimated Total Use of Proceeds is based upon the sale of an estimated \$1,000,000 if all 341,297 Common Units are sold, and the payment of indebtedness on the Promissory Notes.**

**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) <b>PORT SECURITY INTERNATIONAL, LLC</b>	Signature <i>Ariane Amiri</i>	Date <b>December 9, 2004</b>
Name of Signer (Print or Type) <b>Ariane L. Amiri</b>	Title of Signer (Print or Type) <b>Vice President</b>	

**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

**NOT APPLICABLE TO RULE 506 OFFERING OF FEDERAL COVERED SECURITIES UNDER THE PROVISIONS OF SECTION 18(b)(4)(D) OF THE SECURITIES ACT OF 1933, AS AMENDED BY NSMIA.**

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.

**ONLY THAT WHICH IS AUTHORIZED BY THE PROVISIONS OF SECTION 18(b)(4)(D) OF THE SECURITIES ACT OF 1933, AS AMENDED BY NSMIA.**

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 TO RULE 506 OFFERING OF FEDERAL COVERED SECURITIES UNDER THE PROVISIONS OF SECTION 18(b)(4)(D) OF THE SECURITIES ACT OF 1933, AS AMENDED BY NSMIA.**

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) <b>PORT SECURITY INTERNATIONAL, LLC</b>	Signature 	Date December <u>9</u> , 2004
Name of Signer (Print or Type) <b>Ariane L. Amiri</b>	Title of Signer (Print or Type) <b>Vice President</b>	

*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 capital commitment 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	\$1,000,000.20 of 341,297 Common Units	Number of Accredited Investors	Amount of Purchase Price	Number of Non-Accredited Investors	Amount	Yes	No
CO		X	62,500 Common Units	1	\$12,500	0	0		N/A
CT		X	6,826 Common Units	1	\$20,000	0	0		N/A
DC		X	85,263 Common Units	1	\$18,758	0	0		N/A
FL		X	6,826 Common Units	1	\$20,000	0	0		N/A
IL		X	6,826 Common Units	1	\$20,000	0	0		N/A
NJ		X	69,326 Common Units	2	\$32,500	0	0		N/A
NY		X	(i) 486,826 Common Units  (ii) 15,900 units in payment of Notes (valued at \$3.15)	2 (1 of which received Common Units and units in exchange for Note)	(i) \$120,800 of Common Units  (ii) Total value of units \$50,085	0	0		N/A
OH		X	13,652 Common Units	2	\$45,000	0	0		N/A
SC		X	69,326 Common Units	2	\$32,500	0	0		N/A
VA		X	(i) 972,978 Common Units  (ii) 31,800 units in payment of Note (valued at \$3.15)	5 (1 of which received Common Units and units in exchange for Note)	(i) \$250,500  (ii) Total value of units \$100,170	0	0		N/A
WA		X	13,652 Common Units	1	\$40,000	0	0		N/A