1312213

**FORM D**

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 |

04052065

# FORM D

## 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.)
MPF SPECIAL FUND 8, LLC

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: ☒ New Filing ☐ Amendment

SECURITIES PROCESSING SECTION RECEIVED DEC 14 2004 WASH, D.C. 179

### 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.)
MPF SPECIAL FUND 8, LLC

| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
|---|---|
| 1640 SCHOOL STREET, MORAGA, CA 94556 | 925.631.9100 |
| 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
AQUIRE AND HOLD REAL ESTATE SECURITIES PRIMARILY FOR INVESTMENT. TRADE SUCH SECURITIES FOR CAPITAL GAIN WHEN APPROPRIATE

Type of Business Organization
☐ corporation ☐ limited partnership, already formed ☒ other (please specify):
☐ business trust ☐ limited partnership, to be formed LIMITED LIABILITY COMPANY

PROCESSED DEC 22 2004 THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month 0 9 Year 0 4 ☒ 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) C A

### 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.**



CCH B20442 0630

## 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

MACKENZIE PATTERSON FULLER, INC.
Full Name (Last name first, if individual)

1640 SCHOOL STREET, MORAGA CA 94556
Business or Residence Address (Number and Street, City, State, Zip Code)

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

C.E. PATTERSON
Full Name (Last name first, if individual)

1640 SCHOOL STREET, MORAGA CA 94556
Business or Residence Address (Number and Street, City, State, Zip Code)

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

GLEN W. FULLER
Full Name (Last name first, if individual)

1640 SCHOOL STREET, MORAGA CA 94556
Business or Residence Address (Number and Street, City, State, Zip Code)

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

CHARLES (CHIP) PATTERSON
Full Name (Last name first, if individual)

1640 SCHOOL STREET, MORAGA CA 94556
Business or Residence Address (Number and Street, City, State, Zip Code)

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

BERNIECE PATTERSON
Full Name (Last name first, if individual)

1640 SCHOOL STREET, MORAGA CA 94556
Business or Residence Address (Number and Street, City, State, Zip Code)

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

JERI BLUTH
Full Name (Last name first, if individual)

1640 SCHOOL STREET, MORAGA CA 94556
Business or Residence Address (Number and Street, City, State, Zip Code)

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

PAUL KOSLOSKY
Full Name (Last name first, if individual)

1640 SCHOOL STREET, MORAGA CA 94556
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? $ 40,000.00

| | 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)

VSR FINANCIAL SERVICES, INC.

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

8620 W. 110TH STREET, #200, OVERLAND PARK, KS 66210

Name of Associated Broker or Dealer

VSR FINANCIAL SERVICES, INC. (OVER 5 ASSOCIATED PERSONS)

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)

FINANCIAL WEST GROUP

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

2663 TOWNSGATE ROAD, WEST LAKE VILLAGE, CA 91361

Name of Associated Broker or Dealer

FINANCIAL WEST GROUP (OVER 5 ASSOCIATED PERSONS)

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)

CAMBRIDGE LEGACY SECURITIES, LLC

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

GEORGETOWN OFFICE PLAZA, 17780 PRESTON ROAD, SUITE 100, DALLAS, TX 75252

Name of Associated Broker or Dealer

CAMBRIDGE LEGACY SECURITIES, LLC (over 5 associated persons)

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.)

## 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? $ 40,000.00

| | 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)
THE INVESTMENT CENTER INC

Business or Residence Address (Number and Street, City, State, Zip Code)
1011 ROUTE 22, BOX 6915, BRIDGEWATER, NJ 08807

Name of Associated Broker or Dealer
THE INVESTMENT CENTER INC

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)
MAGELLAN SECURITIES

Business or Residence Address (Number and Street, City, State, Zip Code)
1332 MICHIGAN AVENUE, MARYSVILLE, MI 48040

Name of Associated Broker or Dealer
MAGELLAN SECURITIES (OVER 5 ASSOCIATED PERSONS)

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 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 | Aggregate Offering Price | Amount Already Sold |
|---|---|---|
| Debt | $ | $ |
| Equity | $ | $ |
| ☐ Common ☐ Preferred | | |
| Convertible Securities (including warrants) | $ | $ |
| Partnership Interests | $ | $ |
| Other (Specify LLC INTERESTS) | $ 3,800,000.00 | $ 5,000.00 |
| Total | $ 3,800,000.00 | $ 5,000.00 |

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 | 1 | $ 5,000.00 |
| Non-accredited Investors | 0 | $ |
| Total (for filings under Rule 504 only) | 1 | $ 5,000.00 |

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 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 Agent's Fees | ☒ | $ |
| Printing and Engraving Costs | ☒ | $ 7,500.00 |
| Legal Fees | ☒ | $ 10,000.00 |
| Accounting Fees | ☒ | $ |
| Engineering Fees | ☒ | $ |
| Sales Commissions (specify finders' fees separately) | ☒ | $ 342,000.00 |
| Other Expenses (identify) Portfolio Structuring & Organization | ☒ | $ 248,500.00 |
| Total | ☒ | $ 608,000.00 |

## 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." ..... $ 3,192,000.00

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 | Payments to Others |
|---|---|---|
| Salaries and fees | ☐ $ | ☐ $ |
| 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 | ☐ $ | ☒ $ 38,000.00 |
| Other (specify): for investment in securities | ☐ $ | ☒ $ 3,154,000.00 |
| | ☐ $ | ☐ $ |
| Column Totals | ☐ $ | ☐ $ 3,192,000.00 |
| Total Payments Listed (column totals added) | ☐ $ 3,192,000.00 | |

## 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) | Signature | Date |
|---|---|---|
| MPF SPECIAL FUND 8, LLC | JBluth | 11-30-04 |
| **Name of Signer (Print or Type)** | **Title of Signer (Print or Type)** | |
| JERI BLUTH | VICE PRESIDENT OF THE MANAGER, MacKENZIE PATTERSON FULLER, INC. | |

**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) | Signature | Date |
|---|---|---|
| MPF SPECIAL FUND 8, LLC | JBluth | 11-30-04 |
| **Name (Print or Type)** | **Title (Print or Type)** | |
| JERI BLUTH | VICE PRESIDENT OF THE MANAGER MacKENZIE PATTERSON FULLER, INC. | |

*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.



CCH B20447 0630

## 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 | | LLC INTERESTS $3,800,000 | 1 | $5,000.00 | | | | X |
| CO | X | | LLC INTERESTS $3,800,000 | | | | | | X |
| CT | | | | | | | | | |
| DE | | | | | | | | | |
| DC | | | | | | | | | |
| FL | | | | | | | | | |
| GA | | | | | | | | | |
| HI | | | | | | | | | |
| ID | | | | | | | | | |
| IL | | | | | | | | | |
| IN | | | | | | | | | |
| IA | X | | LLC INTERESTS $3,800,000 | | | | | | X |
| KS | | | | | | | | | |
| KY | | | | | | | | | |
| LA | X | | LLC INTERESTS $3,800,000 | | | | | | X |
| ME | | | | | | | | | |
| MD | | | | | | | | | |
| MA | | | | | | | | | |
| MI | X | | LLC INTERESTS $3,800,000 | | | | | | X |
| MN | | | | | | | | | |
| MS | | | | | | | | | |



CCH B20448 0630

## 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** |
| MO | | | | | | | | | |
| MT | | | | | | | | | |
| NE | | | | | | | | | |
| NV | | | | | | | | | |
| NH | | | | | | | | | |
| NJ | | | | | | | | | |
| NM | | | | | | | | | |
| NY | | | | | | | | | |
| NC | | | | | | | | | |
| ND | | | | | | | | | |
| OH | | | | | | | | | |
| OK | | | | | | | | | |
| OR | | | | | | | | | |
| PA | | | | | | | | | |
| RI | | | | | | | | | |
| SC | | | | | | | | | |
| SD | | | | | | | | | |
| TN | | | | | | | | | |
| TX | X | | LLC INTERESTS $3,800,000 | | | | | | X |
| UT | | | | | | | | | |
| VT | | | | | | | | | |
| VA | | | | | | | | | |
| WA | X | | LLC INTERESTS $3,800,000 | | | | | | X |
| WV | | | | | | | | | |
| WI | | | | | | | | | |



CCH B20449 0630

## 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** |
| WY | | | | | | | | | |
| PR | | | | | | | | | |



CCH B20450 0630

Form U-2

# Form U-2 Uniform Consent to Service of Process

Know all men by these presents:

That the undersigned MPF SPECIAL FUND 8 (a corporation), (a partnership), a ( LLC ) organized under the laws of California or (an individual), [strike out inapplicable nomenclature] 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:

Jeri Bluth

(Name)

1640 School Street, Moraga, CA 94556

(Address)

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

| | | | |
|---|---|---|---|
| ___ AL | Secretary of State | ___ FL | Dept. of Banking and Finance |
| ___ AK | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | ___ GA | Commissioner of Securities |
| ___ AZ | The Corporation Commission | ___ GUAM | Administrator, Department of Finance |
| ___ AR | The Securities Commissioner | ___ HI | Commissioner of Securities |
| X CA | Commissioner of Corporations | ___ ID | Director, Department of Finance |
| X CO | Securities Commissioner | ___ IL | Secretary of State |
| ___ CT | Banking Commissioner | ___ IN | Secretary of State |
| ___ DE | Securities Commissioner | ___ IA | Commissioner of Insurance |
| ___ DC | Dept. of Insurance & Securities Regulation | ___ KS | Secretary of State |
| ___ KY | Director, Division of Securities | ___ OH | Secretary of State |
| X LA | Commissioner of Securities | ___ OR | Director, Department of Insurance and Finance |
| ___ ME | Administrator, Securities Division | ___ OK | Securities Administrator |
| ___ MD | Commissioner of the Division of Securities | ___ PA | Pennsylvania does not require filing of a Consent to Service of Process |
| ___ MA | Secretary of State | ___ PR | Commissioner of Financial Institutions |
| X MI | Commissioner, Office of Financial & Insurance Services | ___ RI | Director of Business Regulation |
| ___ MN | Commissioner of Commerce | ___ SC | Securities Commissioner |

| | | | |
|---|---|---|---|
| ___ MS | Secretary of State | ___ SD | Director of the Division of Securities |
| ___ MO | Securities Commissioner | ___ TN | Commissioner of Commerce and Insurance |
| ___ MT | State Auditor and Commissioner of Insurance | X TX | Securities Commissioner |
| ___ NE | Director of Banking and Finance | ___ UT | Director, Division of Securities |
| ___ NV | Secretary of State | ___ VT | Commissioner of Banking, Insurance, Securities & Health Administration |
| ___ NH | Secretary of State | ___ VA | Clerk, State Corporation Commission |
| ___ NJ | Chief, Securities Bureau | X WA | Director of the Department of Licensing |
| ___ NM | Director, Securities Division | ___ WV | Commissioner of Securities |
| ___ NY | Secretary of State | ___ WI | Commissioner of Securities |
| ___ NC | Secretary of State | ___ WY | Secretary of State |
| ___ ND | Securities Commissioner | | |

Dated this 30th day of NOVEMBER, 2004
(SEAL)

By Jeri Bluth
Vice President, MacKenzie Patterson Fuller, Inc., Manager
Title

## CORPORATE ACKNOWLEDGMENT

State or Province of California )
County of Contra Costa ) ss.

On this 30th day of NOVEMBER, 2004 before me C. Concepcion the undersigned officer, personally appeared Jeri Bluth known personally to me to be the Vice President (Title) of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.
IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oath
My Commission Expires 12/09/2007

(SEAL)

C. CONCEPCION
Commission # 1455507
Notary Public - California
Contra Costa County
My Comm. Expires Dec 9, 2007

## INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____ )
County of _____ ) ss.

On this _____ day of _____, 20_____, before me, _____, the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.
In WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oaths
My Commission Expires _____

(SEAL)