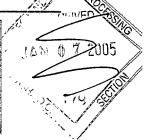
13/3919

SEC 1972 Potential persons who are to respond to the collection of information contained in (6-02) 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 unless such exemption is predicated on the filing of a federal notice.



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

RECD S.E.C.

JAN 7 - 2005

1086

FORM D

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

OMB APPROVAL						
OMB Number: 3235-0076						
Expires: May 31, 2005						
Estimated average burden						
hours per response 1						
SEC USE ONLY						
Prefix Serial						
DATE RECEIVED						

Name of Offering ([] check if this i	s an amendment a lando Mortgage, l	nd name has cha L LC	anged, and indic	cate change.)	1
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] Rule 505	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [] Amendment				
	A. BASIC ID	ENTIFICATION	DATA		
Enter the information requested	about the issuer	,			
Name of Issuer ([] check if this is Orlando Mortgage, LLC	an amendment an	id name has cha	nged, and indic	ate change.)	
Address of Executive Offices (Nu 5710 Oleander Drive, Suite 200,					Area Code)
Address of Principal Business Ope Area Code) (if different from Executive Offices)	·	and Street, City, S	State, Zip Code,	PROCES JAN 112	SED
Brief Description of Business Real Estate Investment			4	Thomso Pinanci	7 J
Type of Business Organization					
[] corporation	[] limited partr	nership, already f	formed	X] other (please) imited Liability Co	• • •
] business trust	[] limited partr	ership, to be for		•	

 \sim

Month Year

Actual or Estimated Date of Incorporation or Organization:

[10] [2004]

[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) [N

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.

	ı			В.	INFORM	ATION A	BOUT O	FFERING				
1. Has	the issu	er sold, d						dited inves		s offering	?Yes	
2 \Mh	at is the r	ninimum						filing unde lividual?			\$15	5,000.00
						•	•			*****	Yes	No No
			-			_		will be paid		, directly	[X] or	[]
of sec registe five (5	urities in tered with	the offeri the SEC to be lis	ng. If a p and/or w ted are a	erson to ith a stat ssociate	be listed i e or state	s an asso s, list the	ociated pe name of	urchasers erson or a the broke or dealer,	gent of a t r or deale	oroker or r. If more	dealer than	
Full N	ame (Las	t name f	irst, if ind	ividual)								
Busin	ess or Re	sidence	Address	(Number	r and Stre	et, City, S	State, Zip	Code)				
Name	of Assoc	iated Bro	oker or D	ealer								
							olicit Purc	chasers		ſ	1 A 11 C+	
(Cnec [AL]	K All S	(AZ	r check i [AR]	ingividu [CA]	al States [CO]	(CT)	[DE]	[DC]	[FL]	[[GA]] All Sta [HI]	ites [ID]
[IL] [MT] [RI]	[IN] [NE] [SC]	[IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]
	ame (Las	<u> </u>			[01]	[41]	[[V]	[vv-j	[44.4]	[**1]	[44.1]	[1,17]
Busin	ess or Re	sidence	Address	(Number	and Stre	et, City, S	State, Zip	Code)				
Name	of Assoc	iated Bro	oker or D	ealer								
States	in Which	n Person	Listed H	as Solici	ted or Inte	ends to S	olicit Purc	chasers				
	"All State					 [CT]	[DE]	[DC]	[FL]] All States	s [ID]
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[MD]	[MA]	[MI]	[GA] [MN]	[HI] [MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full N	ame (Las	t name f	irst, if ind	ividual)								
Busin	ess or Re	sidence	Address	(Number	and Stre	et, City, S	State, Zip	Code)				
Name	of Assoc	iated Bro	ker or D	ealer					′			
					ted or Inte al States		olicit Purc	chasers		٦] All Sta	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL) [MT] [RI]	[IN] [NE] [SC]	[IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]

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:	[X Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[X]	General and/o Managing Member
Full Name (Last name first, Frieze, Gordon Preston J						
Business or Residence Add 5710 Oleander Drive, Suit						
Check Box(es) that Apply:	[X Promoter	Beneficial Owner	[] Executive Officer	[] Director	[X]	General and/o Managing Member
Full Name (Last name first, Rhine, Donald J.	if individual)					
Business or Residence Add 54 Narrow Way, Wilmington			e, Zip Code)			
Check Box(es) that Apply:	[X Promoter]	[] Beneficial Owner	[] Executive Officer	[] Director	[]	General and/o Managing Member
Full Name (Last name first, Rhine, Joel R.	if individual)	i				
Business or Residence Add 345 Bradley Drive, Wilmin			e, Zip Code)			
Check Box(es) that Apply:	[] Promoter	Beneficial Owner	[] Executive Officer	[] Director		General and/or Managing Partner
Full Name (Last name first,	if individual)					
Business or Residence Add	dress (Number	and Street, City, Stat	e, Zip Code)			

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

	Aggregate	Amount Already
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity	\$	\$
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$ 15,025,000.0	0\$ 15,025,000.00
Other (Specify).	\$	\$
Total	\$ <u>15,025,000.0</u>	0 \$ 15,025,000.00
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 <u>Rule 504</u> , 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."	9	
		Aggregate
	Number Investor	Dollar Amount
Accredited Investors	73	
		\$ 1,392,316.65
Non-accredited investors	4.1	
Non-accredited Investors Total (for filings under Rule 504 only)		\$15,025,000.00
Total (for filings under Rule 504 only)		
Total (for filings under Rule 504 only)		\$15,025,000.00
Total (for filings under Rule 504 only)	Type of Security	\$15,025,000.00 Dollar Amount
Total (for filings under Rule 504 only)		\$15,025,000.00
Total (for filings under Rule 504 only)		\$15,025,000.00 Dollar Amount
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. Type of offering Rule 505 Regulation A Rule 504		\$15,025,000.00 Dollar Amount Sold \$
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. Type of offering Rule 505 Regulation A Rule 504 Total		\$15,025,000.00 Dollar Amount Sold \$\$
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. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and		\$15,025,000.00 Dollar Amount Sold \$\$
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. Type of offering 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		\$15,025,000.00 Dollar Amount Sold \$\$
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. Type of offering 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		\$15,025,000.00 Dollar Amount Sold \$\$
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. Type of offering 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.		\$15,025,000.00 Dollar Amount Sold \$\$
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. Type of offering 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	Type of Security	\$15,025,000.00 Dollar Amount Sold \$\$ \$\$
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. Type of offering 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 Printing and Engraving Costs.	Type of Security	\$15,025,000.00 Dollar Amount Sold \$
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. Type of offering 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 Printing and Engraving Costs. Legal Fees	Type of Security	Dollar Amount Sold \$\$\$ \$\$
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. Type of offering 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 Printing and Engraving Costs Legal Fees Accounting Fees	Type of Security [] 3 [] 9 [X] 9	Dollar Amount Sold \$\$\$ \$\$ \$\$
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. Type of offering 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 Printing and Engraving Costs Legal Fees Accounting Fees Administrative, Postage, Secretary Fees	Type of Security [] 3 [] 3 [X] 3 [X] 3	Dollar Amount Sold \$_\$_\$_\$ \$_\$_\$ \$\$
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. Type of offering 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 Printing and Engraving Costs Legal Fees Accounting Fees	Type of Security [] 3 [] 9 [X] 9	Dollar Amount Sold \$\$\$ \$\$ \$\$ \$\$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

SEC-11861-8- 376709-v1

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,

\$ 15,000,000

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.

Salaries and fees								
Purchase of real estate								
Purchase, rental or leasing and installation of machine 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								
Vorking capital								
Other (specify):								
Column Totals								
otal Payments Listed (column totals added)								

Affiliates	Payments To Others \$ \$ 15,000,000
p	\$ 15,000,000
\$	\$
\$	\$
\$	\$
\$	\$
\$ \$ \$	\$ 25,000
\$	\$
\$	\$
\$	\$
\$ <u>15</u> ,	025,000

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 <u>Rule 505</u>, 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 <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
Orlando Mortgage, LLC	Sorden Tung Ji	December <u></u>
Name of Signer (Print or Type) Gordon P. Frieze, Jr.	Title of Signer (Print or Managing Member	Type)
Gordon F. Frieze, 31.	Managing Member	

ATTENTION

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

E. STATE SIGNATURE

- 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
Orlando Mortgage, LLC	Goden Potruge In	Decemberr <u>23</u> , 2004
Name of Signer (Print or Type)	Title (Print or Type)	
Gordon P. Frieze, Jr.	Managing Member	

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 Intend to to non-accr	16	3 Type of security and aggregate offering price		5 Disquali under ULC (if yes, explana	fication State DE attach			
EDW TOTAL LANGUAGE ST.	investors in (Part B-Ite		offered in state (Part C-Item 1)	AND THE STREET, AND THE STREET	amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ						į L			
AR CA		A CONTRACTOR OF THE PARTY OF TH	Membership Interests \$15,025,000	1	50,083.33				X
СО					pandaron in A. P. C. C. C. Assert Design of Panis Assert Assert				
СТ		i de la companya de l	Membership Interests \$15,025,000	2	90,150.00				X
DE									
DC									
FL			Membership Interests \$15,025,000	2	235,391.66	1	50,083.33		X
GA									
H									
<u>ID</u>			Membership Interests						
IL	la de la companya de		\$15,025,000	1	250,416.67				X
<u>IN</u>									
IA KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN			Membership Interests \$15,025,000	1	50,083.33				X
MS									
MO									
MT NE									
		į.	Mamharchin Interest		THE RESIDENCE OF THE PARTY OF T	C			
NV			Membership Interests \$15,025,000	1	1,502,500.00				X
NH	18	j.							

NJ		Membership Interests \$15,025,000	3	175,291.66	1	150,250.00	X
NM			AND REPORT OF THE PARTY OF THE				Ì
NY	X	Membership Interests \$15,025,000	1	100,166.67	2	150,250.00	X
NC	X	Membership Interests \$15,025,000	50	8,589,291.66	14	876,458.33	X
ND					~		
ОН	X	Membership Interests \$15,025,000	3	175,291.67	2	100,166.66	X
ОК							
OR							
РА							
RI					Particular and the second seco		
SC						A CALCINA	
SD			***************************************				
TN							
TX	X	Membership Interests \$15,025,000	2	580,966.67		The Control of the Co	Х
UT							
VT							
VA	X	Membership Interests \$15,025,000	5	1,782,966.67		THE TOTAL STREET	X
WA	X	Membership Interests \$15,025,000	1	50,083.33	1	65,108.33	X
WV							
WI							
WY							
PR							

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