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SEC 1972 Potential persons who a (6-02) required to respond un



nformation contained in this form are not 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.

JAN 1 3 2005

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

/JAH 18 2005

FORM D

FORM D

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

Prefix	Serial	
DATE REC		

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden hours per response... I

Expires: May 31, 2005

					The second secon
Name of Offering ([] check if this is			•		.)
Sale of Investment Contract in conne	ection with Moti	<u>on Picture Inve</u>	<u>estor Financing</u>	Agreement	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] <u>Rule 506</u>	[] Section 4(6)	[] ULOE
Type of Filing: [X] New Filing [] Am	endment				
	A. BASIC IDEN	ITIFICATION I	DATA		ga diggloding og samle til sæ sikktividet
				Communication (Communication Communication C	· ·
Enter the information requested a	about the issue	r			
Name of Issuer ([] check if this is a	n amendment a	and name has	changed, and i	ndicate change.)	a contraction of the contraction
Thr3e, LLC					
Address of Executive Offices (Num	ber and Street,	City, State, Zip	Code) Teleph	none Number (Inc	luding
Area Code)					
7608 West Highway 146, English Ma	nor II, Suite 10), Peewee Valle	y, KY 40056	(502)243-3185	
Address of Principal Business Oper	rations (Numbe	r and Street, C	ity, State, Zip (Code) Telephone	Number
(Including Area Code)					
(if different from Executive Offices)					

Brief Description of Business

Production/Marketing Financing regarding feature length motion picture.

~

Type of Business Organization [] corporation	[] limited part	nership, already formed	[X] other (please specify):
[] business trust	[] limited parti	nership, to be formed	limited liability company
		Month Year	
Actual or Estimated Date of Inco Organization: Jurisdiction of Incorporation or C CN for Canada; FN for other for	Organization: (E		[X] Actual [] Estimated Service abbreviation for State:

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 [X]	Beneficial Owner	[]	Executive Officer	[] Director		General and/or Managing Partner
Full Name (Last name Namesake Entertainme							
Business or Residenc 7608 West Highway 14	e Address (Numbe					gaspasika ay pa 20	Paperson American Service Serv
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[X]	Executive Officer	[] Director		General and/or Managing Partner
Full Name (Last name Goodman, Joseph E.	first, if individual)		- Y - FO TO 200 (ESSE) COMMONS	kir diamenten menten pendik innak in kampilan kan in menten kanpi	CONTROL CONTRO		and the second s
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Check Box(es) that Apply:	[]Promoter [X]	Beneficial Owner	[X]	Executive Officer	[] Director	•	General and/or Managing Partner
Full Name (Last name Neutz, C. Robert	first, if individual)		elit en de la conferencia de sentre de sentre de la conferencia de sentre de la conferencia de sentre de sentre de la conferencia de sentre de la conferencia de sentre de la conferencia del la conferencia del la conferencia de la conferencia del la conferen				A.C. Securiores co., inchesio et accepto a severe con in rece
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	B. INF	ORMATION	ABOU ⁻	T OFFERING	to Michigan supplement Missis (18 4075) (17 1) 3 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		The state of the s
1. Has the issuer sold offering? Answer also in Appen 2. What is the minimu individual?	dix, Column 2, if fi m investment that	ling under UL	OE.		investors in this	s Yes []	No X]
3. Does the offering pe		nip of a single	unit?.		••••••	Yes	. No [X]
4. Enter the information directly or indirectly, a purchasers in connect an associated person a state or states, list the listed are associated prinformation for that broaders.	ny commission or ion with sales of s or agent of a brok ne name of the brok persons of such a	similar remulecurities in the er or dealer reker or dealer bker or dealer broker or dea	neration ne offer egister r. If mo	n for solicitations. If a person ed with the Sore than five (5	on of on to be listed is EC and/or with o) persons to be	, ;	[v]

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		·
Type of Security DebtEquity	Aggregate Offering Price \$ \$	Amount Already Sold \$ \$
[] Common [] Preferred		
Convertible Securities (including warrants)	\$\$ \$\$ \$1,437,500.00 \$1,437,500.00	\$\$ \$\$1,437,500.00 \$1,437,500.00
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." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)	Number Investors	Aggregate Dollar Amount of Purchases \$1,437,500.00 \$
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, 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	Type of Security	Dollar Amount Sold \$ \$ \$ \$

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 [X] \$7,500.00 Accounting Fees [X] \$1,500.00 Engineering Fees [] Sales Commissions (specify finders' fees separately) Other Expenses (identify) Travel..... \$1,000.00 [X] Total \$10,000.00 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 -\$1,427,500.00 Question 4.a. This difference is the "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. Payments To Directors, & Affiliates 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 []\$ [X]\$1,027,500.00 [X]\$ 400,000.00* Working capital Other (specify): []\$_____ []\$_____ []\$____ []\$____ Column Totals [X] \$400,000.00 [X]\$ 1,027,500.00 Total Payments Listed (column totals added) [X] \$1,427,500.00

^{*} Namesake Entertainment, LLC will receive a \$300,000.00 producer fee and reimbursement of up to \$100,000.00 in development costs.

502 243 3187

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)	Signatifie 1 Date
Thr3e, LLC	C. Klar 1/20 1-10-2005
Name of Signer (Print or Type)	Title of Signer (Print of Type)
C. Robert Neutz	Manager

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?

Ves. [1]

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 filled 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 M	Date
Thr3e, LLC	C. Her Aller	1-10-2005
Name of Signer (Print or Type)	Title (Print or Type)	
	Manager	

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	Intend to s to non-acc investors i (Part B-Ite	redited n State	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)				5 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		Yes	No	
AL										
AK		<u> </u>								
AZ										
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